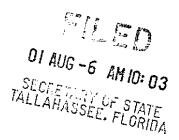
1/000019151 TRANSMITTAL LETTER



Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

100004518501--3 -08/06/01--01018--027 ****122.50 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check

for:

\$70.00

\$78.75

\$1,22.50

\$131.25

FROM:

1956 SE Port St. Lucie Blvd.

Address

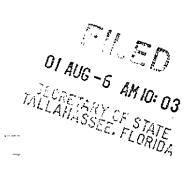
Port St. Lucie, Florida 34952

City, State & Zip

(561) 337-0062

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



ARTICLES OF INCORPORATION OF

BRITISH AMERICAN INVESTMENT CORPORATION

ARTICLE I - NAME

The name of the corporation shall be British American Investment Corporation.

ARTICLE II - PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

9407 Poinciana Court
Fort Pierce, Florida 34951

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the business of the purchasing and resale of distressed debt.

The foregoing purposes and activities will be interpreted as examples only and not as limitations and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE IV - SHARES

The number of the shares this corporation shall have is:

1000 shares common stock at \$0 par value

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number may be increased or decreased from time to time by vote of the stockholders but, in no case shall the number of Directors be less than one. The names and addresses of the Directors constituting the initial Board of Directors are:

<u>NAME</u>	ADDRESS
Phillip A. McGarvey	9407 Poinciana Court Fort Pierce, Florida 34951
Vada L. McGarvey	9407 Poinciana Court Fort Pierce, Florida 34951

The name and street address of the initial registered agent is:

<u>NAME</u>	ADDRESS	
Phillip A. McGarvey	9407 Poinciana Court Fort Pierce, Florida 34951	

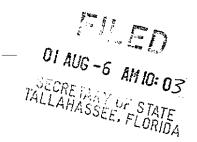
ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of the Incorporation is:

<u>NAME</u>	ADDRESS
Phillip A. McGarvey	9407 Poinciana Court Fort Pierce, Florida 34951

Phillip A. McGar Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT AND OFFICE



Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, hereby submits the following:

The name of the corporation is: British American Investment Corporation

The name and address of the registered agent and office is:

Phillip A. McGarvey
9407 Poinciana Court
Fort Pierce, Florida 34951

Having been named to accept service of process for <u>British American Investment Corporation</u>, at the place designated above and in the Articles of Incorporation, <u>Phillip A McGarvey</u> agrees to act in this capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of duties, and is familiar with and accepts the obligations of the <u>position of regis</u>tered agent.

Date

Signature (Phillip A. McGarvey)