

P02000037308

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WILLIAM ONEIL
Professional Association
email bill711@home.com

520 Harbor Gate Way
Longboat Key, FL 34228-3502

March 29, 2002

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

Re: LOAN PORTFOLIO 2002, INC

700005179357--1
-04/01/02--01048--008
*****70.00 *****70.00

Gentlemen,

Enclosed please find Articles of Incorporation on a new Florida corporation, LOAN PORTFOLIO 2002, INC by name, along with my check for \$70.00 consisting of \$35.00 for the filing fee and \$35.00 for the registered agents fee, and a stamped, self-addressed envelope to accommodate your reply.

Very Truly Yours,

WOneil

William O'Neil
Atty for LOAN PORTFOLIO 2002, INC

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
LOAN PORTFOLIO 2002, INC

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DIVISION OF CORPORATIONS
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ARTICLE I

The name of the corporation shall be LOAN PORTFOLIO 2002, INC.

ARTICLE II

The corporation shall have perpetual existence, and commencement of corporate existence shall be the time of the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III

The purpose for which the corporation is formed is the transaction of any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have is five thousand (5,000) shares of common stock with TEN CENT (\$.10) par value per share.

ARTICLE V

The street address of the initial principal office, mailing address and registered office of the corporation, and the name of the corporation's initial registered agent at that address is:

William O'Neil
520 Harbor Gate Way
Longboat Key, FL 34228

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of the person who is to serve on the initial Board of Directors is:

William O'Neil
520 Harbor Gate Way
Longboat Key, FL 34228

ARTICLE VII

The name and address of the corporation's incorporator is:

William ONeil
520 Harbor Gate Way
Longboat Key, Fl 34228

IN WITNESS WHEREOF the undersigned incorporator has hereunto affixed his hand and seal this 29th day of March, 2002.

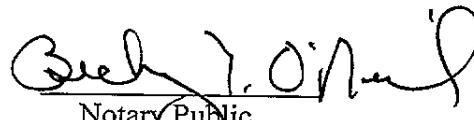

William ONeil

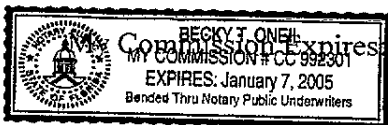
STATE OF FLORIDA

COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day personally appeared William ONeil to me well known to be the person that executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State above named, this 29th day of March, 2002.


Notary Public
State of Florida at Large



CERTIFICATE OF REGISTERED AGENT

In compliance with Chapter 607.034, Florida Statutes, the undersigned hereby accepts the designation as registered agent for LOAN PORTFOLIO 2002, INC.


Dated this 29th day of March, 2002.

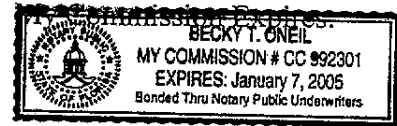

William O'Neil

STATE OF FLORIDA

COUNTY OF SARASOTA

Sworn to and subscribed before me this 29th day of March, 2002, by William O'Neil, who is personally known to me or who has produced N.A. as identification.


Notary Public
State of Florida at Large



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