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MARK EVANS KASS

OF COUNSEL

WARREN S. WEPMAN

VIA FEDERAL EXPRESS

April 24, 2002

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

ATTN: Charter Section

Re: SATURN FUNDING CORPORATION

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with this office's check for \$122.50 for filing fees.

Please file the Articles with the State of Florida and return a conformed copy to this office in the enclosed envelope.

Thank you for your corporation in this matter.

Sincerely,

MARK EVANS KASS

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FILED
02 APR 25 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SATURN FUNDING CORPORATION

FILED
02 APR 25 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I- NAME

The name of this Corporation is: SATURN FUNDING CORPORATION

ARTICLE II-DURATION

This Corporation shall have perpetual existence.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of one dollar par value common stock.

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is:

1497 N.W. 7th Street, Miami, FL 33125 and the name of the initial registered agent and resident agent of this corporation is :

MARK EVANS KASS, ESQUIRE
1497 NW 7th Street
Miami, FL 33125

ARTICLE VII- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 1497 NW 7th Street,
Miami, Florida 33125

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This Corporation shall have 3 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors of this Corporation are:

GREGORY M. SCHWEITZER, 1497 NW 7th Street, Miami, Florida 33125
MARK EVANS KASS, 1497 NW 7th Street, Miami, Florida 33125
JOHN PLUTO, 1497 NW 7th Street, Miami, Florida 33125

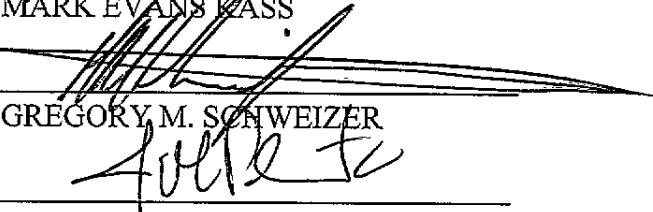
ARTICLES IX- INCORPORATOR

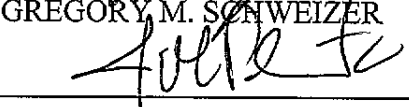
The names and addresses of the persons signing the Articles as Incorporators and
Subscribers are:

GREGORY M. SCHWEITZER, 1497 NW 7th Street, Miami, Florida 33125
MARK EVANS KASS, 1497 NW 7th Street, Miami, Florida 33125
JOHN PLUTO, 1497 NW 7th Street, Miami, Florida 33125

IN WITNESS WHEREOF, the undersigned subscribers have executed
these Articles of Incorporation on this 24 day of April, 2002.


MARK EVANS KASS


GREGORY M. SCHWEIZER


JOHN PLUTO

STATE OF FLORIDA)

COUNTY OF DADE)

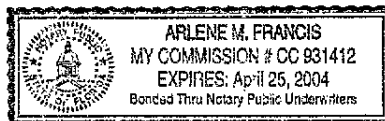
BEFORE ME, a Notary Public authorized to take acknowledgments in the state and
county set forth above, personally appeared MARK EVANS KASS, GREGORY M.
SCHWEITZER and JOHN PLUTO, who produced _____
_____ as identification or who are personally
known to me and known to me to be the person who executed the foregoing Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in
the state and county aforesaid on this 24 day of April, 2002.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

Arlene Francis

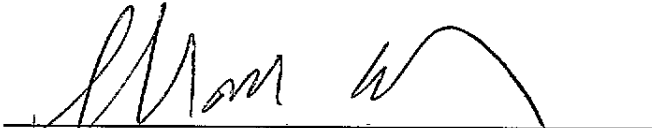
MY COMMISSION EXPIRES:



SIMULTANEOUS ACCEPTANCE OF APPOINTMENT AS REGISTERED

AGENT OF SATURN FUNDING CORPORATION


The undersigned, Mark Evans Kass, pursuant to Florida Statutes Section 607.034 (3) hereby accepts the appointment as registered agent of SATURN FUNDING CORPORATION and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.325.


MARK EVANS KASS, REGISTERED AGENT

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and County set forth above, personally appeared Mark Evans Kass, who produced _____ as identification or who is personally known to me and known to me to be the person who executed the foregoing Simultaneous Acceptance of Appointment as Registered Agent of SATURN FUNDING CORPORATION.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal in the
State and County aforesaid on this 24 day of April, 2002.


NOTARY PUBLIC, State of Florida at Large
ARLENE FRANCIS

My commission Expires:

