

P02000050397

Janet Baron-Murphy
921 Spanish Circle, Suite 333E
Delray Beach, FL 33483

April 29, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

600005431656--1
-05/02/02--01070--007
*****70.00 *****70.00

Re: Articles of Incorporation

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation along with total filing fees of \$70.00.

Please file and provide a filed copy to me, together with any other information you commonly provide to new incorporators at the address above.

Please contact me at the above address if you require anything further. My daytime telephone number is 561.279.0931.

With kindest regards, I am

Sincerely yours,

Janet Baron-Murphy

FILED
02 MAY -2 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
Check #2059 _____ Enclosed for \$70.00

05-08-02
B

**ARTICLES OF INCORPORATION
FLORIDA STOCK CORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), the undersigned would state:

ARTICLE I NAME

The name of the corporation shall be:

Baron-Murphy Holdings, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is: (include the street address of the initial principal office and, if different, the mailing address of the corporation)

921 Spanish Circle, Suite 333E
Delray Beach, FL 33483

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To purchase seller-financed notes and any other lawful purpose or purposes.

ARTICLE IV SHARES

The number (and classes, if any) of shares the corporation is authorized to issue is (are):

Number of shares authorized	Class(es)	Par Value
____ 3,000 ____	____ Common ____	____ \$1.00 ____
_____	_____	_____

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TALLAHASSEE FLORIDA

ARTICLE V INITIAL OFFICERS/DIRECTORS

The name(s) and address(es) of the initial officers and directors are:

Directors

Name

Address

Officers

President:

Name: Janet Baron-Murphy
921 Spanish Circle, Suite 333E
Delray Beach, FL 33483

Secretary/Treasurer:

Name: Curran Murphy
921 Spanish Circle, Suite 333E
Delray Beach, FL 33483

Vice-President:

Name: Kendl Ann Murphy
142 West 88th Street, 3F
New York, NY 10024

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** registered agent are:

Janet Baron-Murphy

921 Spanish Circle, Suite 333E

Delray Beach, FL 33483

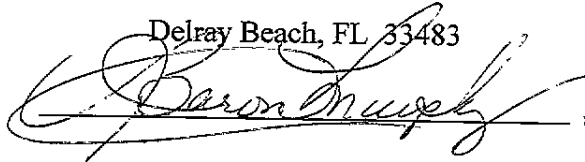
ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Janet Baron-Murphy

921 Spanish Circle, Suite 333E

Delray Beach, FL 33483



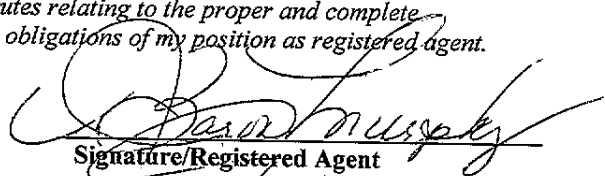
(Signed)

ARTICLE VIII

Other provisions:

None

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

Date: 4-29-02