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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 634-3694

Fax Number : (305) 633-9696

02 MAY - 8 PM 4:38
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

prime rate lending group, inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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5/8/02 MAY 08 2002

STATE OF FLORIDA
DIVISION OF CORPORATIONS
02 MAY -8 PM 4:38

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ARTICLES OF INCORPORATION
OF
PRIME RATE LENDING GROUP, INC.

ARTICLE I - NAME

The name of the corporation shall be **PRIME RATE LENDING GROUP, INC.**

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the 8TH day of May, 2002; provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| <u>NUMBER OF SHARES</u> <u>AUTHORIZED</u> | <u>PAR VALUE</u> <u>PER SHARE</u> | <u>CLASS OF</u> <u>STOCK</u> |
|--|--|---|
| 100 | \$1.00 | Common |

This Instrument Prepared by:
Ricardo A. Gonzalez, Esq.,
Florida Bar No.: 0003670
7270 NW 12th Street, Penthouse 9
Miami, Florida 33126
Telephone: (305) 421-3822

305 541 3770 P. 02/05

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ARTICLE V - PRE-EMPTIVE 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 pro rata 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 - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be : 1559 S.W. 107 Avenue, Miami, FL 33174.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT

Ricardo A. Gonzalez & Associations, P.A

STREET ADDRESS OF REGISTERED OFFICE

Airport Executive Tower II
7270 N.W. 12th Street, Penthouse 9
Miami, Florida 33172

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial director of this corporation shall be the Incorporator named below.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

NAME

Carlos Fernandez

ADDRESS

1559 S.W. 107 Avenue
Miami, Florida 33174

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of May, 2002.

Incorporator:


Carlos Fernandez

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

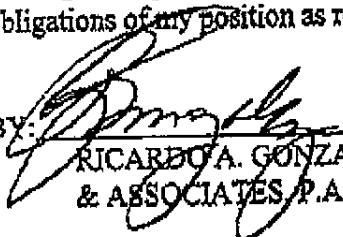
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **PRIME RATE LENDING GROUP, INC.**
2. The name and address of the registered agent and office is:

Ricardo A. Gonzalez & Associates, P.A.
Airport Executive Tower II
7270 N.W. 12th Street
Penthouse 9
Miami, Florida 33172

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.

BY:


RICARDO A. GONZALEZ
& ASSOCIATES, P.A.

May 8th, 2002

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