

Capitol Services, Inc.

1406 Hays St., Suite 2

Tallahassee, FL 32301

(850) 878-4734

Kathi or Brent

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02 JUN 21 AM 11:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Business Capital Funding Corp.
(Corporation Name) (Document #) 400005914674--2
-06/24/02--01002--006
2. _____
(Corporation Name) (Document #) ****78.75 ****78.75
3. _____
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4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 6/21

☒ Certified Copy

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☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

CR2E031(7/97)

C. BLALOCK JUN 24 2002

ARTICLES OF INCORPORATION
of
BUSINESS CAPITAL FUNDING CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby forms a corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is:

BUSINESS CAPITAL FUNDING CORP.

ARTICLE II

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III

This corporation is organized for the purpose of engaging in:

- (a) Factoring Services;
- (b) To engage in any activities or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This corporation is authorized to issue six million (6,000,000) shares of \$.01 par value Class A common stock, one hundred thousand (100,000) shares of Class B \$.01 par value common stock and one million (1,000,000) shares of Class A convertible cumulative preferred stock.

ARTICLE V

The principal office and mailing address of the corporation is:

2700 West Cypress Creek Road
Suite D-135
Fort Lauderdale, Florida 33309
Telephone: (954) 582-0412

The name and address of the Initial Registered Agent of this corporation is:

Allan I. Kruger
2700 West Cypress Creek Road D-135
Fort Lauderdale, Florida 33309

ARTICLE VI

This corporation shall have two (2) Directors initially, constituting the initial board of directors of the corporation, and the name and address of the persons to serve as director until the first annual meeting of shareholders or until his successor(s) is elected and shall qualify is:

Allan I. Kruger
2700 W. Cypress Creek Road
D-135
Fort Lauderdale, FL 33309

Frederick Horwin
2700 W. Cypress Creek Road
D-135
Fort Lauderdale, FL 33309

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 (1) nor more than seven (7).

ARTICLE VII

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

Allan I. Kruger
2700 West Cypress Creek Road
Suite D-135
Fort Lauderdale, Florida 33309

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of June, 2002.


Allan I. Kruger

State of Florida
County of Broward

BEFORE ME, A Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Allan I. Kruger known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 20 day of June, 2002.


Notary Public
My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

BUSINESS CAPITAL FUNDING CORP.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 2700 West Cypress Creek Road, Suite D-135, Fort Lauderdale, Florida 33309, has named Allan I. Kruger located at 2700 West Cypress Creek Road, Fort Lauderdale, Florida, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Allan I. Kruger
Registered Agent