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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

July 15, 2002

EMPIRE

SUBJECT: BENEFICIAL FINANCE CORPORATION

Ref. Number: W02000017289

We have received your document for BENEFICIAL FINANCE CORPORATION and your check(s) totaling \$210.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight Document Specialist New Filing Section

Letter Number: 702A00038811

ARTICLES OF INCORPORATION OF

BENEFICIAL FINANCE CORPORATION

ARTICLE I - CORPORATE NAME

The name of the Corporation shall be:

BENEFICIAL FINANCE CORPORATION

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed and until dissolved according to Florida law.

ARTICLE III - PURPOSE

This Corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE 1V - CAPITAL STOCK -

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated "Common Stock".

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The name and street address of the initial Registered Agent Office and the Principal Office of the Corporation shall be:

NANCY FILDISI 414 11TH ST WEST PALM BEACH, FL 33407 O2 JUL 23 AMII: 57
SECRETARY OF STATE

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ARTICLE VI – INCORPORATOR

The name and street address of the Incorporator (s) of these Articles of Incorporation is/are:

NANCY FILDISI 414 11TH ST WEST PALM BEACH, FL 33407

ARTICLE VII – RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders of to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE IX - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any Officer of Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE Articles of Incorporation this **APRIL 15, 2002**

NANCY FILDISI

CERTIFICATE OF ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFIED REGISTERED AGENT OF

BENEFICIAL FINANCE CORPORATION

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at: 414 11TH ST

WEST PALM BEACH, Fl 33407

Has named: NANCY FILDISI

Located at the aforesaid address, as its Registered Agent to accept services of process within this state.

ACKNOWLEGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Laws in keeping open said office.

NANCY FILDISI

02 JUL 23 AMII: 57
SECREIARY OF STATE