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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

FLORIDA PROFIT CORPORATION OR P.A.

aar lending group, inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
AAR LENDING GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

AAR LENDING GROUP, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

11555 HERON BAY BLVD. SUITE 200
CORAL SPRINGS, FLORIDA 33076

ARTICLE III CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND (1,000) SHARES HAVING A PAR VALUE OF ONE DOLLAR (1.00) PER SHARE.

ARTICLE IV INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION IS ONE (1). THE NUMBER OF DIRECTORS MAY EITHER BE INCREASED OR DECREASED FROM TIME TO TIME BY AN AMENDMENT OF THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS ARE:

RONALD J. WALTERS
11555 HERON BAY BLVD., SUITE 200, CORAL SPRINGS, FLORIDA 33076

ARTICLE V INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

RONALD J. WALTERS
11555 HERON BAY BLVD., SUITE 200, CORAL SPRINGS, FLORIDA 33076

These Articles of Incorporation Prepared by:
R.J. Walters & Company, P.A.
11555 Heron Bay Blvd., Suite 200, Coral Springs, Florida 33076 (954) 603-0470

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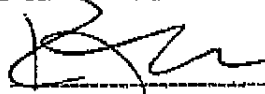
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TALLAHASSEE, FLORIDA

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

RONALD J. WALTERS
11555 HERON BAY BLVD. , SUITE 200, CORAL SPRINGS, FLORIDA 33076

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS DATE :
AUGUST 15, 2002



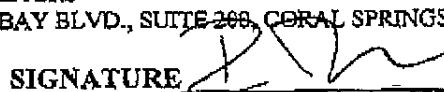
RONALD J. WALTERS , INCORPORATOR

CERTIFICATE OF DESIGNATION
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 AAR LENDING GROUP, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

RONALD J WALTERS
11555 HERON BAY BLVD., SUITE 200, CORAL SPRINGS, FLORIDA 33076

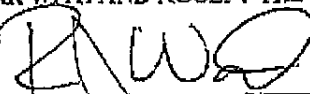


SIGNATURE

TITLE: INCORPORATOR

DATE: AUGUST 15, 2002

HAVING BEEN NAMED REGISTERED AGENT 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 STATEUTES 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.



REGISTERED AGENT

DATE: AUGUST 15, 2002

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