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BRUCE ELLIOT EVANS
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FILED

02 AUG 23 AM 9:32

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF COUNSEL TO
CHARLES WENDER
ATTORNEY-AT-LAW, CHARTERED

August 21, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

ATTN: New Filing Section

RE: CAPITAL LENDING SOURCE, INC.

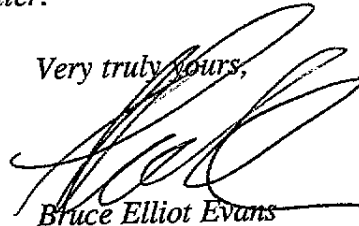
Dear Sir/Madam:

Enclosed please find two originals of the Articles of Incorporation along with Mr. Phirsichbaum's check in the amount of \$78.75, made payable to the Secretary of State.

Please file these Articles of Incorporation at your earliest convenience and return a certified copy to my office.

Thank you for your time and attention to this matter.

Very truly yours,



Bruce Elliot Evans

BEE/bjk
Enclosures

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ARTICLES OF INCORPORATION
OF
CAPITAL LENDING SOURCE, INC.

FILED
02 AUG 23 AM 9:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

CAPITAL LENDING SOURCE, INC.

and its initial post office address and its principal office for the conduct of business is:

9597 Carousel Circle North, Boca Raton, Florida 33434

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

This corporation may engage 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 III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock at \$.01 par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

Every shareholder, upon the sale 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 V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice-President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE VI

This corporation shall have one director initially, and the number of directors may be increased from time to time by the By-Laws but shall never be less than one and shall never be an even number. The name and address of the initial director of this corporation is:

Robert Phirsichbaum
9597 Carousel Circle North
Boca Raton, Florida 33434

ARTICLE VII

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

Robert Phirsichbaum
9597 Carousel Circle North
Boca Raton, Florida 33434

ARTICLE VIII

The street address of the initial registered office of this corporation is 9597 Carousel Circle North, Boca Raton, Florida 33434 and the name of the initial registered agent of this corporation located at 9597 Carousel Circle North, Boca Raton, Florida 33434 is Robert Phirsichbaum.

ARTICLE IX

These articles of incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X

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

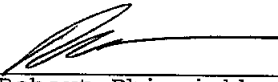
ARTICLE XI

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause.

ARTICLE XII

The shareholders and directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 3th day of August 2002.


Robert Phirsichbaum
SUBSCRIBER

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

FILED
02 AUG 23 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me, duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Robert Phirsichbaum who is personally known to me and who is the same person described in and who executed the within instrument, and who acknowledged the same to be his free act and deed that he executed the same and did take an oath.

Witness my hand and official seal in the County and State last aforesaid this 13th day of Aug, 2002.



Bruce Elliott Evans
Commission # DD 019918
Expires June 4, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

[Signature]
Notary Public

My Commission Expires

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That Capital Lending Source, Inc., desiring to
organize under the laws of the State of Florida, with its principal
office, as indicated in the Articles of Incorporation at 9597
Carousel Circle North, Boca Raton, Florida 33434, has named Robert
Phirsichbaum located at 9597 Carousel Circle North, Boca Raton,
Florida 33434, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT:

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

[Signature]
Robert Phirsichbaum
Resident Agent