

P02000101389

(Requestor's Name)

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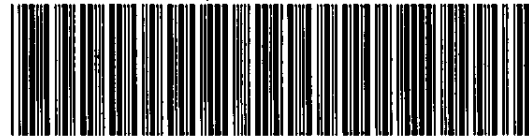
(Business Entity Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC 31 PM 3:50

Amended & Restated

JAN - 2 2013

T. BROWN



LAW OFFICES OF
German Morales, P.A.

GERMAN MORALES, ESQ.*

Partner

*also admitted to practice law in Colombia

www.lawgmorales.com

December 6, 2012

Messrs,
Registration Section - Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation for American Capital Financial Trading Corp.;
Document Number: P02000101389

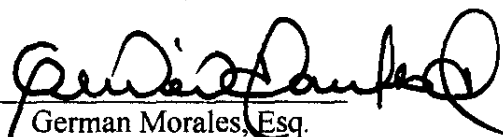
Dear Sir or Madam;

The enclosed Amended and Restated Articles of Incorporation and fee(s) are submitted for filing. Please return all correspondence concerning this matter to the following:

German Morales, Esq.
Law Office of German Morales, P.A.
2813 Executive Park Drive
Weston, Florida 33326

Please find enclosed a check for the amount of \$ 35.00 drawn to the Florida Department of State in order to cover the filing fee.

Sincerely,

By: 
German Morales, Esq.
For the firm

December 27 of 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SUBJECT: AMERICAN CAPITAL FINANCIAL TRADING CORP.
Ref. Number: P 02000101389

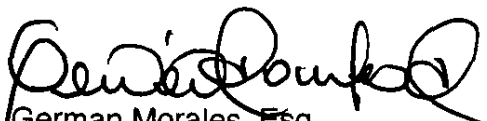
To whom it may concern,

This is in response to the requested corrections as per Letter number 712A00029405 dated December 12 of 2012. Enclosed you will find:

1. Corrected Articles of Organization
 - a. as states on page 2 letter A, and
 - b. Written acceptance by Registered Agent
 - c. Acceptance of Appointment by Registered's Agent statement and signature
2. Secretarial Certificate setting forth:
 - a. The restatement was adopted by the Board of Director and Shareholders by unanimity

Should you have any questions feel free to contact our office at your convenience.

Sincerely,



German Morales, Esq.
Law Offices Of German Morales, P.A.
2813 Executive Park Drive
Weston, FL 33331



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 12, 2012

GERMAN MORALES, ESQ.
LAW OFFICE OF GERMAN MORALES, P.A.
2813 EXECUTIVE PARK DR
WESTON, FL 33331

SUBJECT: AMERICAN CAPITAL FINANCIAL TRADING CORP.
Ref. Number: P02000101389

We have received your document for AMERICAN CAPITAL FINANCIAL TRADING CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

On page 2 letter A it should read adoption of new Articles of Incorporation and not Articles of Organization.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return 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) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 712A00029405

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

AMERICAN CAPITAL FINANCIAL TRADING CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC 31 PM 3:50

The Undersigned shareholders and the Sole director of American Capital Financial Trading, Corp., a Florida for profit Corporation, incorporated under the laws of the State of Florida, on September 18, 2002, through Document Number P02000101389, have heretofore Amended and Restated the Corporation's Articles of Incorporation as follows:

ARTICLE 1 - NAME

The name of the Corporation is **AMERICAN CAPITAL FINANCIAL TRADING CORP.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall solely engage in financing of Accounts Receivable which are properly insured through a reputable credit insurance company from arm's length companies which receivables shall not be more than 90 days old (hereinafter the "Corporate Purpose"). The Corporation shall also be authorized to transact any other ancillary business as may be reasonably necessary to carry out such Corporate Purpose.

Transitory Purpose: The Corporation shall be entitled to carry on any and all lawful business as the Corporation seems reasonably necessary, from the effective date hereof and during a term not to exceed twenty-four (24) months, in order to convert all of its asset backed portfolio into a traditional factoring portfolio. At the expiration of such term, and without further notice, any act or omission from the Corporation which falls outside the Corporate Purpose shall be null and void.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of the Corporation is 2200 North Commerce Parkway, Suite 110, Weston, Florida 33331 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
1840 Southwest 22 Street, 4th Floor
Miami, Florida 33145

ARTICLE 5 - OFFICERS

The Officers of the Corporation shall be:

President:	Juan Carlos Zurita
Vice-president:	Rodrigo Lopez
Secretary:	Juan Carlos Zurita
Treasurer:	Rodrigo Lopez

The Officers shall carry out their duties according to the provisions set forth in the Bylaws of the Corporation. Any acts or omissions by the Officers that falls outside the scope of their authority or that contravenes the terms of the Corporation's bylaws shall be null and void.

The affirmative unanimous vote of the Directors will be required for the following actions by the Officers:

- a. Adoption of new Articles of Incorporation or a new Bylaws of the Corporation, or any amendment thereof or repeal thereof;
- b. Merger or consolidation of the Corporation with or into any other entity, or the liquidation or winding up of the Corporation;
- c. Removing any of Board Appointed Officers, employees, agents, consultants or the like, without Cause;
- d. Authorization or entry into any agreements, commitments or other transaction, or any series of related agreements, commitments or other transactions, requiring payments(s) by the Company exceeding \$ 50,000 per transaction (transactions shall include any expenditure or incurrence of liability through any individual transaction or series of transactions with the same party). This limitation shall not include day-to-day factoring transaction which any given one can be above the threshold, if and only if, it has secured proper and affirmative consent pursuant to the Corporations internal manuals and procedures.
- e. Pledge, mortgage, hypothecation or other encumbrance of any of the Corporation's assets;
- f. Commencement, joining in or settlement of any claim, action, suit or proceeding by, against or involving the Company that may materially and adversely affect the financial condition or operations of the Company;
- g. Acquisition of any real estate property;
- h. Approval of the terms and conditions of equity financing to be received by the Corporation;
- i. Any act which would make it impossible to carry on the business of the Corporation;
- j. Acquisition, sale or assignment of any Corporation asset outside the ordinary course of business;
- k. Any transaction between the Corporation and any of its Shareholders outside of the ordinary course of business;
- l. Any transaction between the Corporation, its affiliates, subsidiaries, branches or wholly-owned companies, or between these latter and any of the Shareholders, Officers or employees which will require the use of Factoring funds provided by Argyle.
- m. Any general assignment for the benefit of creditors;
- n. Sale of all or substantially all of the assets of the Corporation;

- o. Incurrence of debt or creation of any liens or security interests in the assets of the Corporation.
- p. Making loans to Shareholders, Officers or principals thereof or any transactions which would give rise to any Conflict of Interests between the Shareholders', Officers and/or the Corporation.
- q. Capital calls or issuance of new Shares.

ARTICLE 6 – DIRECTOR(S)

The Corporation shall initially have three (3) directors which shall be elected by a plural vote of the Shareholders in the Annual Meeting and/or a Special Meeting held solely for such purpose. The Directors of the Corporation shall be:

Chairman	Juan Carlos Zurita
Director	Rodrigo Lopez
Director	Ernesto Hidalgo

Whose address shall be the same as the principal office of the Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$ 1.00).

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 All holders of shares of stock of any class shall be subject to a preemptive right pursuant to the terms and conditions set forth in the Corporation's bylaws.

7.5 The Board of Directors of the Corporation, prior affirmative unanimous vote of the Shareholders, may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

ARTICLE 8 – SPECIAL AUDITING COMMITTEE

8.1 As of the effective date of these Restated Articles of Incorporation, there shall be a Special Auditing Committee whose members shall be appointed by the Shareholders on an annual basis, for successive one year periods until the incumbent Auditing Committee Members with the unanimous favorable vote all of the Board of Directors Members determine there is no longer a need to have such Special Auditing Committee. The appointment shall be irrevocable but for "Cause", as may be defined within the Corporate Bylaws.

8.2 The Special Auditing Committee shall have as its principal duty to supervise, monitor and control the actions of the members of the Board of Directors and to insure that such actions are consistent with the

Corporation's restructuring plan and in the Corporation's best interest. As such, it shall be present at every meeting of the Board of Directors, irrespective of whether it is a Regular or a Special Meeting.

8.3 The Special Auditing Committee by the unanimous vote of its Members shall have the power to Veto any decision of the Board of Directors, when in the opinion of its members, the Board of Director's decision will result in a material detriment to the Corporation's restructuring plan of its subsidiaries ACF Factoring, LLC, ACF Factoring II, LLC and ACF Factoring III, LLC as well as their underlying investments. The Special Auditing Committee, on behalf of the Shareholders will be entitled to file for injunctive relief against the Board of Directors should it consider such remedy to be the only available remedy to prevent the Board of Directors from acting in detriment of the Corporation's restructuring plan.

8.4 The Special Auditing Committee will meet at least concurrently and simultaneously with the Board of Directors but may at its sole discretion meet any time that its members consider it necessary or appropriate.

8.5 The Members of the Special Auditing Committee shall not be compensated for their participation on the Committee, although, the Corporation shall reimburse any reasonable costs and expenses in which they incur as a result of their participation on any Board of Directors' meeting.

ARTICLE 9 – SUBCHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

9.1 The Shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

9.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE 10 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 11 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Restated Articles of Incorporation.

ARTICLE 12 – TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE 13 – REGISTERED OWNER(S)

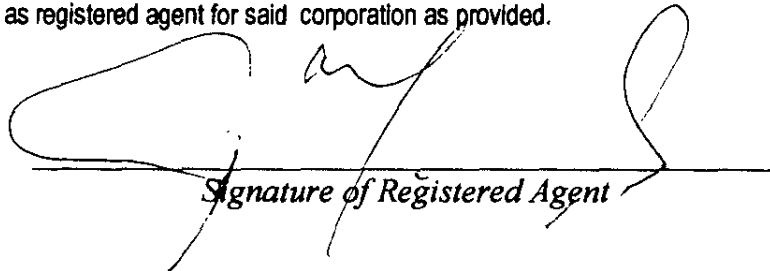
The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 14 – REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent for the Corporation shall be Juan Carlos Zurita and the registered office shall be located at 2200 North Commerce Parkway, Suite 110, Weston, Florida 33326

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

I acknowledge, accept and consent to my designation or appointment as registered agent in Florida for AMERICAN CAPITAL FINANCIAL TRADING CORP. I hereby declare that am familiar with and accept the duties and responsibilities as registered agent for said corporation as provided.



Signature of Registered Agent

ARTICLE 15 – BYLAWS

The Board of Directors of the Corporation shall have the power, with the assent of all of the Shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.

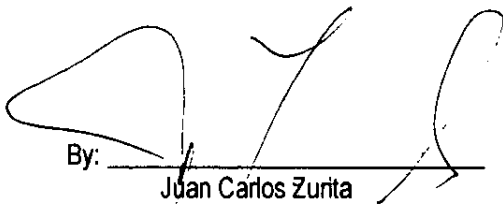
ARTICLE 16 – EFFECTIVE DATE


These Restated and Amended Articles of Incorporation shall be effective immediately upon approval of the Florida Department of State, Division of Corporations.

ARTICLE 17 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon the shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation for American Capital Financial Trading Corp. under the laws of the State of Florida, this 15th day of October, 2012.

By: 
Juan Carlos Zurita
Director

ACF Group US, Corp.
By: 
Juan Carlos Zurita, President
Sole Shareholder

**SECRETARIAL CERTIFICATE
OF
AMERICAN CAPITAL FINANCIAL TRADING CORP**

Resolution to Amend and Restate Articles of Incorporation

WHEREAS, the Board of Directors and Shareholders by unanimity have met and decided to be in the best interest of the Corporation to Amend and Restate the Articles of Incorporation for the purposes of carrying out the business of the Corporation; and,

WHEREAS, Mr. Juan Carlos Zurita, in his capacity of sole Director of the Corporation and Manager of ACF Group US, Corp. (Sole shareholder of AMERICAN CAPITAL FINANCIAL TRADING CORP.) executed the attached Amendment and Restatement of the Articles of Incorporation.

NOW, THEREFORE, BE IT THAT:

THE UNDERSIGNED hereby certifies that he is duly elected, qualified and acting Secretary of American Capital Financial Trading Corp. ("The Corporation"); and further

CERTIFIES that the foregoing resolution was submitted to and approved and adopted by unanimity by the Board of Directors and the Sole Shareholder through written consent resolutions and that said resolution is now in full force and effect without modification or recession as permitted under the bylaws of the Corporation and in accordance with the provisions of Florida State law under which the Corporation was incorporated ; and further

CERTIFIES that attached is a true and unaltered copy of the original documents approved and adopted as the Amendment and Restatement of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand effective this 15 day of October 2012.



Juan Carlos Zurita
Secretary