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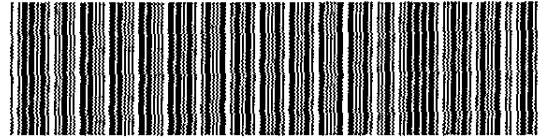
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November 21, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Power Capital Funding Corporation

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

**ARTICLES OF INCORPORATION
OF
POWER CAPITAL FUNDING CORPORATION**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is POWER CAPITAL FUNDING CORPORATION

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

This corporation is organized for the purposes of operating a mortgage correspondent lending business and all other purposes for which a corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is 1000 shares of no par value common stock.

**ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX
STOCK TRANSFER RESTRICTIONS

No transfer of stock shall be valid, until ten days after the corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During such ten days, the corporation shall have the option to buy at the price set by seller any shares of outstanding stock, before its owner or the person in whose name it stands on the books of the corporation, may transfer them. Should the corporation not have the funds to buy the shares, or should it deem it undesirable to purchase them for any other reason, another existing shareholder shall have the option, for an additional ten days, of purchasing the shares at the price set by the seller in proportion to the number of shares then held by the shareholder. In the event a dispute exists between the shareholders and the corporation in regards to the fair market value of the shares, the fair market value will be determined by binding arbitration. In no event may the shares be sold to a third party without the written consent of the Board of Directors. However, the Board of Directors may not unreasonably refuse to allow the sale of shares to a third party.

ARTICLE SEVEN
TRANSFER EXCEPTIONS

Notwithstanding anything herein to the contrary, any shareholder may at any time during such shareholder's lifetime transfer any of such shareholder's share in the company to his or her spouse, father or mother, children (unless those children have not reached their age of majority, in which event the shareholder may transfer the stock in trust for the benefit of such minor children) or to the trustee or trustees under any trust created during his or her lifetime for the benefit of the shareholder, his or her spouse, father or mother, or children. However, the spouse, father, mother, children or trustee shall agree in writing prior to such transfer to become a party to and be bound by all the terms and conditions of the agreement which provides for the corporation's

option to purchase shares before sale to other stockholders or third persons, just as if they were original parties to such agreement.

ARTICLE EIGHT REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1854 Oakdale Lane S., Clearwater, FL 33764 and, the name of the initial registered agent is Steven Mangold, whose address is 1854 Oakdale Lane S., Clearwater, FL 33764.

ARTICLE NINE DIRECTORS

The initial board of directors of the corporation shall consist of 2 members. The names and addresses of the first board of directors are:

Name	Address
Steven Mangold	1854 Oakdale Lane S., Clearwater, FL 33764
Todd Johnson	728 79 th Circle South, Saint Petersburg, FL 33707

ARTICLE TEN INCORPORATORS

The name and street address of the incorporator signing these Articles of Incorporation is

Steven Mangold	1854 Oakdale Lane S., Clearwater, FL 33764
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ARTICLE ELEVEN OFFICERS

The name, address, and title of the first officers are:

Steven Mangold President, Treasurer	1854 Oakdale Lane S., Clearwater, FL 33764
Todd Johnson Vice President, Secretary	728 79 th Circle South, Saint Petersburg, FL 33707

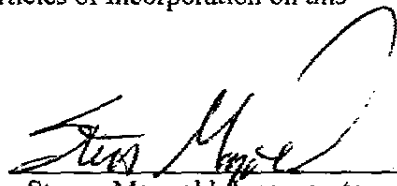
**ARTICLE TWELVE
BY-LAWS**

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

**ARTICLE THIRTEEN
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the shareholders entitled to vote thereon, unless all of the directors and all of the shareholders sign a written statement manifesting their intentions that the Articles of Incorporation be amended.

The undersigned incorporator has executed these Articles of Incorporation on this 19th day of November, 2002.



Steven Mangold, Incorporator

To: The Department of State
Tallahassee, Florida 32304

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile For the Service of Process Within
Florida, Naming Agent Upon Whom Process May be Served.

In compliance with Section 607.325 of the Florida General Corporation Act, the following
is submitted:

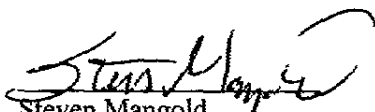
Power Capital Funding Corporation with its place of business at 1854 Oakdale Lane S.,
Clearwater, FL 33764 has named Steven Mangold of 1854 Oakdale Lane S., Clearwater, FL
33764 as its agent to accept service of process within Florida.

Dated this 14th day of November, 2002.


Steven Mangold, President

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity.

Dated by me on this 14th day of November, 2002.


Steven Mangold