

PO2000130231

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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02 DEC 11 AM 11:18
STATE
SOLUTIONS
UNIT

g2/1

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Total Loan Systems

Signature _____

Requested by: _____

Name Ja Date 12/11 Time 10:00

Walk-In _____ Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF INCORPORATION

Total Loan Systems, Inc.

THE UNDERSIGNED, acting as the Incorporator of a corporation under the CORPORATION ACT of the State of Florida adopts the following Articles of Incorporation for such Corporation.

CORPORATE NAME

The name of this Corporation is:

Total Loan Systems, Inc.

NATURE OF CORPORATE BUSINESS

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the United States and of the State of Florida.

CAPITAL STRUCTURE

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of TEN THOUSAND (10,000) shares of stock having no par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have the preemptive rights to acquire their pro rata share of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares, including the reissue of treasury shares.

EXISTENCE

This Corporation shall have perpetual existence.

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TALLAHASSEE, FLORIDA

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 be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The names of the original member of the board of Directors is/are:

**Francie Kazinetz
6083 Vista Linda Lane
Boca Raton, Florida 33433**

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

**Francie Kazinetz
6083 Vista Linda Lane
Boca Raton, Florida 33433**

REGISTERED AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Principal Office in the State of Florida are:

**RONALD LEWIS, ESQ
2000 Glades Road
SUITE 300
BOCA RATON, FLORIDA 33431**

AMENDMENT TO ARTICLES

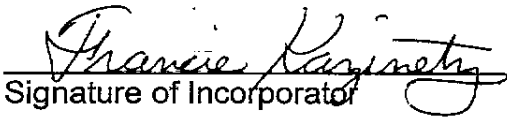
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Having been named Initial Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with

all the requirements of law pertaining thereto.


Signature of Registered Agent

IN WITNESS WHEREOF, I, the Incorporator have executed these Articles of
Incorporation this date:

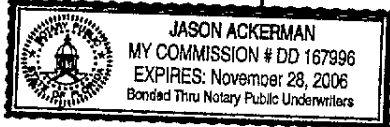

Signature of Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 9 day of December, 2002
by FRANCIE KAZINETZ as Incorporator who has produced a Florida Drivers License as
identification and who did take an oath.

My commission expires:




Notary Public

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10th day of December, 2002
by Ronald Lewis, as the Registered Agent who is personally known to me or has
produced _____ as identification and who did (not) take an oath.

My commission expires:



Angela Browning
My Commission DD045887
Expires August 01, 2005


Notary Public