

CAPITAL CONNECTION

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FLORIDA PROFIT CORPORATION OR P.A.

SCHSPV, INC.

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**ARTICLES OF INCORPORATION
OF
SCHSPV, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE – Name

The name of this corporation is SCHSPV, INC.

ARTICLE TWO – Principal Office

The principal place of business and mailing address of this corporation shall be 150 E. Palmetto Park Road, Suite 650, Boca Raton, Florida 33432.

ARTICLE THREE – Duration

The period of duration for this corporation is perpetual.

ARTICLE FOUR – Purpose

This corporation is organized for the purpose of engaging in accounts receivable factoring, and engaging in any and all other lawful endeavors and transactions for which corporations may be incorporated, together with all necessary purposes related thereto, pursuant to the Florida Statutes.

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ARTICLE FIVE - Initial Registered Agent

The name and Florida street address of the initial registered agent of this corporation are:

Name

William M. Vazquez

Address150 E. Palmetto Park Road
Suite 650
Boca Raton, Florida 33432**ARTICLE SIX - Capital Stock**

The aggregate number of shares of stock authorized to be issued by this corporation shall be 100 shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of this corporation upon liquidation or dissolution.

ARTICLE SEVEN - Incorporator

The name and address of this corporation's incorporator are:

Name

William M. Vazquez

Address150 E. Palmetto Park Road
Suite 650
Boca Raton, Florida 33432**ARTICLE NINE - Initial Board Of Directors**

This corporation shall initially have one director. Subject to any applicable Bylaw of this corporation, the number of directors may be changed from time to time, but shall never be less than one.

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The name and address of the initial director of this corporation is:

Name

William M. Vazquez

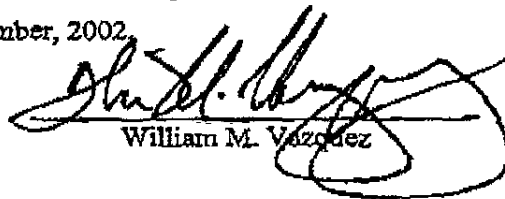
Address

150 E. Palmetto Park Road
Suite 650
Boca Raton, Florida 33432

ARTICLE EIGHT - Indemnification

If in the judgment of a majority of the entire Board of Directors (excluding from such majority any director under consideration for indemnification) it is appropriate to do so, then this corporation may indemnify any of its current or former directors, officers, employees, or agents.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 12th day of December, 2002.

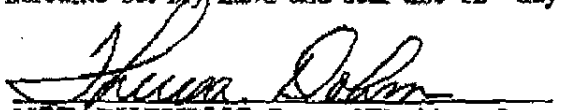

William M. Vazquez

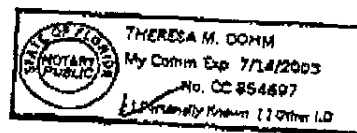
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared William M. Vazquez, personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of December, 2002.

My Commission expires:


NOTARY PUBLIC, State of Florida At Large
Print Name: Theresa Donn



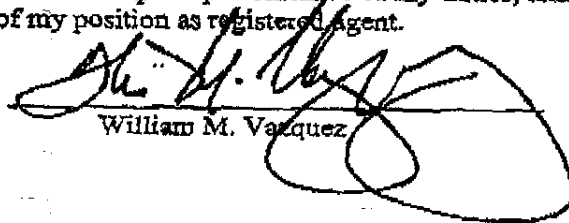
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**CERTIFICATE OF DESIGNATION OF INITIAL
REGISTERED AGENT REGISTERED OFFICE**

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 INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is SCHSPV, INC.
2. The name and address of the initial registered agent and the initial principal office are William M. Vazquez, 150 E. Palmetto Park Road, Suite 650, Boca Raton, Florida 33432.

Having been named as registered agent and 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 statutes 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.


William M. Vazquez

Dated: Boca Raton, Florida
December 12, 2002

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