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Florida Department of State
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Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BATISTA & BATISTA, P.A.
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**ALL STATE LOANS, CORP.**

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF INCORPORATION
OF
ALL STATE LOANS, CORP.**

The undersigned subscriber to these articles of incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following articles of incorporation as the charter of the corporation hereby organized.

**ARTICLE I
NAME**

The name of this corporation shall be: **ALL STATE LOANS, CORP.**

**ARTICLE II
DURATION**

This corporation shall have perpetual existence, commencing upon the filing of these articles of incorporation with the Department of State, State of Florida.

**ARTICLE III
PURPOSE AND POWER**

The corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under Florida general corporation law, Chapter 607, Florida Statutes.

**ARTICLE IV
CAPITAL STOCK AND DIVIDENDS**

The amount of capital stock authorized shall consist of one hundred (100) shares of common living stock with par value of one (\$1.00) dollar per share, payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the corporation at a just valuation to be fixed by the

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board of directors or the shareholders of this corporation. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of the State of Florida.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted surplus of the corporation, and dividends payable in shares of the capital stock of the corporation solely out of unreserved and unrestricted surplus of the corporation, as provided by Florida law.

ARTICLE V
SHARES NOT TO BE DIVIDEND INTO CLASSES

The shares of capital stock of the corporation are not to be dividend into classes.

ARTICLE VI
NO SHARES ISSUED IN SERIES

The shares of the capital stock of the corporation are not to be issued in series.

ARTICLE VII
VOTING RIGHTS

Each holder of the par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the corporation standing in his name at the time of the close of the transfer book before such meeting or as otherwise provided by law.

ARTICLE VIII
PRE-EMPTIVE RIGHTS

Each shareholder shall have pre-emptive rights. Every shareholder, upon the sale for cash 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 at the price at which it

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is offered to others.

ARTICLE IX
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the corporation is **7171 Coral Way, Suite 400, Miami, FL 33155**. The street address of the initial registered office of this corporation is **7171 Coral Way, Suite 400, Miami, FL 33155**, and the name of the initial registered agent of this corporation is **RHADAMES C. BATISTA**.

ARTICLE X
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased, from time to time, by action in accordance with the provisions of the bylaws. The name and address of the initial directors of the corporation are:

<u>NAMES</u>	<u>ADDRESS</u>
RHADAMES C. BATISTA	7171 Coral Way, Suite 400, Miami, FL 33155

ARTICLE XI
OFFICERS

The names and addresses of the officers of the corporation, who subject to the provisions of this certificate of incorporation and bylaws, and the general corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follow:

<u>NAMES</u>	<u>OFFICE</u>	<u>ADDRESS</u>
RHADAMES C. BATISTA	President and Secretary	7171 Coral Way, Suite 400 Miami, FL 33155

ARTICLE XII
INCORPORATOR

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The name and address of the incorporator of the corporation is:

NAMES

RHADAMES C. BATISTA

ADDRESS

7171 Coral Way, Suite 400, Miami, FL 33155

ARTICLE XIII
INDEMNIFICATION

The corporation shall indemnify any officer, director or employee of the corporation, or any former officer, director or employee of the corporation, to the full extent permitted by and as set forth in the Florida general corporation law.

ARTICLE XIV
AMENDMENT

Unless otherwise set forth herein, the corporation reserves the right in accordance with the Florida general corporation law, to amend, alter, modify or repeal any provision or provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV
MEETINGS

Meetings of the corporation, of the shareholders and of the directors of the corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

IN WITNESS WHEREOF, the above named Incorporator executed these articles of incorporation this 5th day of March 2004.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE


RHADAMES C. BATISTA, Incorporator

BEFORE ME, the undersigned authority, personally appeared RHADAMES C.

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BATISTA, who, after being duly sworn deposes and says he/she is the person whose name is subscribed to the articles of incorporation herein, and who acknowledged that he/she has been read and the facts contained therein are true and correct, and has executed same for the purposes therein contained.

SWORN TO and SUBSCRIBED before me by **RHADAMES C. BATISTA**, on this 5th day of March 2004.

Proof of identification:

XX Personally known.

____ Type of identification produced, Florida Driver's license.

My Commission Expires:



Bosco R Lorio
My Commission CC920893
Expires March 21, 2004

NOTARY PUBLIC, State of Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTION 48.091 AND 607.034, FLORIDA STATUTES, AS MAY BE AMENDED, THE FOLLOWING IS SUBMITTED:

That **RHADAMES C. BATISTA**, desiring to organize or qualify under the Laws of the State of Florida, as a Corporation by the name of **ALL STATE LOANS, CORP.**, with its principal office at **7171 Coral Way, Suite 400, Miami, FL 33155**, has named **RHADAMES C. BATISTA**, located at **7171 Coral Way, Suite 400, Miami, FL 33155**, as its Registered Agent to accept service of process within Florida at said designated registered office.

Having been named to accept Service of Process for the above Corporation, at the place designated in its Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: March 5th, 2004.



Bosco R Lorio
My Commission CC920893
Expires March 21, 2004

RHADAMES C. BATISTA, Registered Agent

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