

MAY-07 2004 FAX NO. 16
Division of Corporations

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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : SHUTTS & BOWEN, LLP
Account Number : 076447000313
Phone : (305) 358-6300
Fax Number : (305) 391-2992

Please fax to 305-347-7875

FLORIDA PROFIT CORPORATION OR P.A.

Financial Services of Florida, Inc.

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**ARTICLES OF INCORPORATION
OF
FINANCIAL LENDING SERVICES, INC.**

Pursuant to Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the corporation is FINANCIAL LENDING SERVICES, INC. (hereinafter called the "Corporation").

ARTICLE II - ADDRESS

The street address of the initial principal office and mailing address of the Corporation is c/o Shutts & Bowen LLP, 201 S. Biscayne Boulevard, Suite 1500, Miami, Florida 33131, Attn: Joseph D. Bolton, Esq.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Joseph D. Bolton, and his address is 201 S. Biscayne Blvd., Suite 1500, Miami, Florida 33131.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Joseph D. Bolton, Shutts & Bowen LLP, 201 S. Biscayne Boulevard, Suite 1500, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of May, 2004.


Joseph D. Bolton, Incorporator

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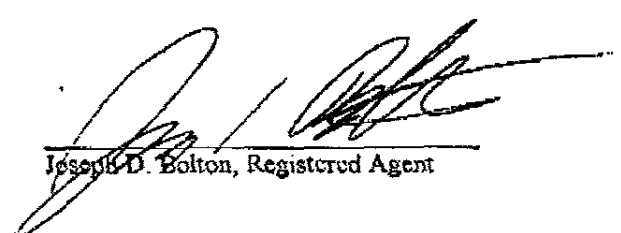
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY DUTIES.

DATED THIS 6TH DAY OF MAY, 2004.



Joseph D. Bolton, Registered Agent

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