

**Electronic Articles of Incorporation
For**

P04000154972
FILED
November 12, 2004
Sec. Of State
nculligan

COMMERCIAL FUNDING USA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

COMMERCIAL FUNDING USA, INC.

Article II

The principal place of business address:

4100 N.E. 2ND AVENUE
SUITE 206
MIAMI, FL. US 33137

The mailing address of the corporation is:

4100 N.E. 2ND AVENUE
SUITE 206
MIAMI, FL. US 33137

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000 SHARES AT NO PAR VALUE PER SHARE

Article V

The name and Florida street address of the registered agent is:

PHIL GROSS
4100 N.E. 2ND AVENUE
SUITE 206
MIAMI, FL. 33137

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: PHIL GROSS

Article VI

The name and address of the incorporator is:

CORPORATION SERVICE COMPANY
1201 HAYS STREET

TALLAHASSEE, FL 32301

Incorporator Signature: DEBORAH D. SKIPPER

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D P
ROBERT BALOGH
4100 N.E. 2ND AVENUE, SUITE 206
MIAMI, FL. 33137 US

Title: D S
MARK RUBIN
4100 N.E. 2ND AVENUE, SUITE 206
MIAMI, FL. 33137 US

Title: D T
PHIL GROSS
4100 N.E. 2ND AVENUE, SUITE 206
MIAMI, FL. 33137 US

Title: D VP
GILBERT KAHN
4100 N.E. 2ND AVENUE, SUITE 206
MIAMI, FL. 33137 US