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(Requestor's Name)

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PICK-UP WAIT MAIL

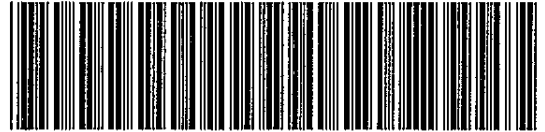
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY -4 PM 3:21

J. Shivers MAY 06 2005

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: HELLER ASSET MANAGEMENT, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: LAWRENCE R. HELLER, ESQUIRE
Name (Printed or typed)

TWO SOUTH BISCAYNE BOULEVARD - SUITE 1570
Address

MIAMI, FLORIDA 33131
City, State & Zip

(305) 358-3580
Daytime Telephone number

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DIVISION OF CORPORATIONS
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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

HELLER ASSET MANAGEMENT, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

TWO SOUTH BISCAYNE BOULEVARD, SUITE 1570, MIAMI, FLORIDA 33131

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV SHARES

The number of shares of stock is:

FIVE HUNDRED SHARES OF A PAR VALUE OF \$1.00 PER SHARE.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

JASON HELLER, PRESIDENT & DIRECTOR, 2 SOUTH BISCAYNE BOULEVARD, SUITE 1570, MIAMI, FLORIDA 33131

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

LAWRENCE R. HELLER, ESQUIRE, TWO SOUTH BISCAYNE BOULEVARD, SUITE 1570, MIAMI, FLORIDA 33131

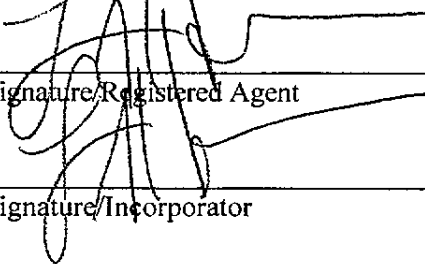
ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

LAWRENCE R. HELLER, ESQUIRE, TWO SOUTH BISCAYNE BOULEVARD, SUITE 1570, MIAMI, FLORIDA 33131

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

Signature/Incorporator

05/02/2005

Date

05/02/2005

Date