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Florida Department of State
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To:
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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

vegas funding corp.

Certificate of Status	0
Certified Copy	1
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T. Burch JUN 23 2005

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ARTICLES OF INCORPORATION

OF

VEGAS FUNDING CORP., a Florida corporation

ARTICLE I

The name of this Corporation is:

Vegas Funding Corp.

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

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

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared By:
Mark B. Goldstein, Esquire
Mark B. Goldstein, P.A.
2700 N. Military Trail, Suite 130
Boca Raton, Florida 33431
(561) 989-9955

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII
PREEMPTIVE 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this Corporation is: 2700 N. Military Trail, Suite 130, Boca Raton, Florida 33431 and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 11000 Prosperity Farms Road, Suite 302, Palm Beach Gardens, Florida 33410.

ARTICLE IX

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Suzanne Lurie
11000 Prosperity Farms Road, Suite 302
Palm Beach Gardens, Florida 33410

ARTICLE X

The name and address of the person or entity signing these Articles of Incorporation is:

Mark B. Goldstein
2700 N. Military Trail, Suite 130
Boca Raton, Florida 33431

ARTICLE XI
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this June 21, 2005.

Vegas Funding Corp.,
a Florida corporation

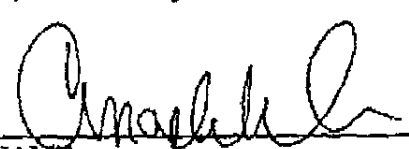
BY: 
Mark B. Goldstein, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared Mark B. Goldstein, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this June 21, 2005, in the County and State aforesaid.


PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires

Commission # DD 311401
ANGELA WARSHEPSKI
Notary Public - State of Florida
My Commission Expires Apr 20, 2008
Commission # DD 311401
Bonded By National Notary Assn.

HUSWU153851

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT VEGAS FUNDING CORP. DESIRING TO ORGANIZE UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN
THE ARTICLES OF INCORPORATION AT 11000 PROSPERITY FARMS ROAD, SUITE 302,
PALM BEACH GARDENS, FLORIDA 33410 HAS NAMED MARK B. GOLDSTEIN AT 2700
N. MILITARY TRAIL, SUITE 130, BOCA RATON, FLORIDA 33431 AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BY: _____

Mark B. Goldstein, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

BY: _____

Mark B. Goldstein

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths
and to take acknowledgments, personally appeared Mark B. Goldstein, known to me to be the
person described in and who executed the foregoing instrument, who acknowledged before me that
he executed the same, that I relied upon the following form of identification of the above-named
person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this June 21, 2005, in the County and State aforesaid.

PRINT NAME: _____

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

Commission No: _____

