

**Electronic Articles of Incorporation
For**

P05000164828
FILED
December 19, 2005
Sec. Of State
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PRIORITY MERCHANT FUNDING, 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:

PRIORITY MERCHANT FUNDING, INC

Article II

The principal place of business address:

200 9TH AVENUE N
STE 230
SAFETY HARBOR, FL. 34695

The mailing address of the corporation is:

200 9TH AVENUE N
STE 230
SAFETY HARBOR, FL. 34695

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

Article V

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

JUDITH DIVICNENZO
200 9TH AVENUE N
SUITE 230
SAFETY HARBOR, FL. 34695

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

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Registered Agent Signature: JUDITH DIVINCENZO

Article VI

The name and address of the incorporator is:

JUDITH DIVINCENZO
200 9TH AVENUE N
STE 200
SAFETY HARBOR, FL 34695

Incorporator Signature: JUDITH DIVINCENZO

Article VII

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

Title: P
ROGER INMAN
200 9TH AVE N
SAFETY HARBOR, FL. 34695

Title: P
JOHN GRANT
200 9TH AVENUE N
SAFETY HARBOR, FL. 34695

Title: P
JUDITH DIVINCENZO
200 9TH AVENUE N
SAFETY HARBOR, FL. 34595

Article VIII

The effective date for this corporation shall be:

12/19/2005