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2006 MAR 14 PM 2:57
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March 10, 2006

Registration Section
Division of Corporations
P.O. Box 6327
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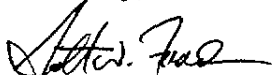
Re: American Premier Lending, LLC Certificate of Conversion; our file # 9476-12935

Ladies and Gentlemen:

Enclosed for filing is a Certificate of Conversion for American Premier Lending, LLC, a Florida limited liability company, converting it into American Premier Lending, Inc., a Florida profit corporation. Also included is this firm's check in the amount of \$113.75 in payment for a Certificate of Status and the filing fees for the Certificate of Conversion and Articles of Incorporation.

Should you have any questions, I can be reached at (813) 221-2626. Thank you for your time and attention to this matter.

Sincerely,


Scott W. Fancher

Enclosures

cc: Mathew Lanza (w/o encl.)
Kenneth G. Turkel, Esq. (w/o encl.)

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MAR-09-2006(THU) 18:20 American Premier Lending
Rx Date/Time MAR-08-2006(WED) 16:17
MAR-08-2006 15:19

(FAX)8132860453

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**CERTIFICATE OF CONVERSION
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
FLORIDA PROFIT CORPORATION**

The undersigned, as an authorized representative of the Other Business Entity, pursuant to Florida Statutes Section 607.1115, files the following Certificate of Conversion converting a Florida limited liability company into a Florida profit corporation.

- 1) The name of the Florida limited liability company being converted pursuant to this Certificate of Conversion is American Premier Lending, LLC (the "Other Business Entity").
- 2) The Other Business Entity was organized under the laws of the State of Florida on October 15, 2004 and was assigned document number L04000074762.
- 3) The name of the Florida profit corporation into which the Other Business Entity is being converted is American Premier Lending, Inc. (the "Corporation"), and the Corporation's Articles of Incorporation are attached hereto.

The undersigned, as an authorized officer of the Other Business Entity, hereby executes this Certificate of Conversion this 8th day of March, 2006.


Mathew Lanza, Manager

ARTICLES OF INCORPORATION
OF
AMERICAN PREMIER LENDING, INC.

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2006 MAR 14 PM 2:51
TALLAHASSEE, FLORIDA

The undersigned subscriber hereby files these Articles of Incorporation with the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit in accordance with the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE ONE
NAME AND MAILING ADDRESS OF CORPORATION

The name of this corporation is American Premier Lending, Inc. (the "Corporation"). The mailing address of the Corporation is 3140 West Kennedy Boulevard, Suite 100, Tampa, Florida 33609.

ARTICLE TWO
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of no par value common stock.

ARTICLE THREE
CORPORATE EXISTENCE AND DURATION

The period of duration of the Corporation shall be perpetual commencing on the date of execution and acknowledgement of these Articles.

ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 201 N. Franklin Street, Suite 2600, Tampa, Florida 33602, and the initial registered agent is Kenneth G. Turkel. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may, from time to time, change the registered agent of the Corporation.

ARTICLE FIVE
INITIAL DIRECTOR/OFFICER

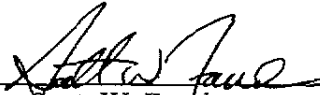
The initial director and officer of the Corporation, and his street address, are:

Mathew Lanza, President and Secretary
3140 West Kennedy Boulevard, Suite 100
Tampa, Florida 33609

ARTICLE SIX
NAME AND ADDRESS OF INCORPORATOR

The name and street address of the incorporator is: Scott W. Fancher, Esquire at 201 N. Franklin Street, Suite 2600, Tampa, Florida 33602.

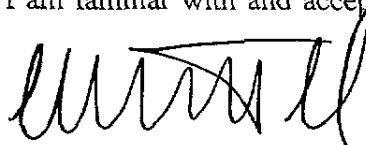
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of March, 2006.



Scott W. Fancher

ACCEPTANCE BY REGISTERED AGENT

Kenneth G. Turkel, having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Kenneth G. Turkel

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