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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 634-3694
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2006 OCT -2 A 11:57
STATE
DIVISION OF CORPORATIONS

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FLORIDA PROFIT/NON PROFIT CORPORATION

usa home improvement financing, inc

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF INCORPORATION

USA HOME IMPROVEMENT FINANCING, INC

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I NAME OF CORPORATION

The name of the corporation shall be:

USA HOME IMPROVEMENT FINANCING, INC

ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

A. The total authorized capital stock of this Corporation is One Thousand (1,000) shares of Common Stock, par value \$1.00 per share.

B. 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 IV TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is: 5700 Sheridan Street Hollywood, Florida 33021. The Board of Directors may from time to time move the principal office to another address in Florida.

Presented By: Disney D. Thompson, Esquire, Florida Bar No. 847534, 5827 Sheridan Street, Hollywood, FL 33021.

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STATE OF FLORIDA

ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the initial members of the Board of Directors are:

MARITZA NIEVES
5700 Sheridan Street
Hollywood, Florida 33021

WILLIAM BASS
5700 Sheridan Street
Hollywood, Fl 33021

TRACEY STEVENS
5700 Sheridan Street
Hollywood, Fl 33021

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 5700 Sheridan Street, Hollywood, Florida 33021 and the name of the initial registered agent of this Corporation at the address is: MARITZA NIEVES.

ARTICLE IX- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: MARITZA NIEVES, 5700 Sheridan Street, Hollywood, Florida 33021.



MARITZA NIEVES

Presented By: Disney D. Thompson, Esquire, Florida Bar No. 847534, 5827 Sheridan Street, Hollywood, Fl 33021.

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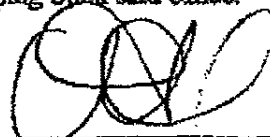
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 49.091 and Section 607.034 (3) Florida Statutes, the following is submitted:

USA HOME IMPROVEMENT FINANCING, INC., a corporation being organized under the laws of the State of Florida, with its principal place of business: 5700 Sheridan Street Hollywood, Florida 33021, has named MARITZA NIEVES, located at 5700 Sheridan Street Hollywood, Florida 33021, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby state that I am familiar with, and accept the obligations provided for in Florida Statutes Section 607.325, that I hereby accept to act in this capacity and agree to comply with the provisions of said sections relative to keeping open said office.



Registered Agent - Maritza Nieves

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2003 OCT -2 A 11:57
CLERK OF DISTRICT COURT
JANUARY 2004

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Presented By: Disney D. Thompson, Esquire, Florida Bar No. 847534, 5827 Sheridan Street, Hollywood, FL 33021.