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February 28, 1995

Florida Department of State  
Division of Corporations  
Attention: Now Filing Section  
409 East Gaines Street  
Tallahassee, FL 32301

EFFECTIVE DATE

2-28-95

Re: Articles of Incorporation of  
Imperial Finance Company, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of Imperial Finance Company, Inc., together with a check for \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before five working days from date of execution.

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

Sincerely,

*Mary F. Fendle*  
Mary F. Fendle, Legal Assistant

:mff  
Enclosures (3)  
cc: Richard V. Lerner  
Charles H. Egerton, Esq.

ARTICLES OF INCORPORATION  
OF  
IMPERIAL FINANCE COMPANY, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

EFFECTIVE DATE  
2-28-95

The name of this Corporation shall be Imperial Finance Company, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 2756 Deerberry Court, Longwood, Florida 32779, which shall also be the mailing address of the Corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of Ten Cents (\$.10) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 2756 Deerberry Court, Longwood, Florida 32779. The Board of Directors may from

time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Richard V. Lerner. The Board of Directors may from time to time designate a new registered agent.

#### ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Richard V. Lerner	2756 Deerberry Court Longwood, Florida 32779

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be one (1).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
Richard V. Lerner	2756 Deerberry Court Longwood, Florida 32779

#### ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful

business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

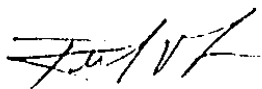
ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.


ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Longwood, Florida, this 28th day of February, 1995.

  
\_\_\_\_\_  
Richard V. Lerner

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:   
\_\_\_\_\_  
Richard V. Lerner

Date: February 28, 1995