

LAW OFFICES
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1411 POWERLINE ROAD, SUITE 701
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FEDERAL COURT TRIAL JUDGE
CIRCUIT COURT MEDIATOR
COUNTY COURT MEDIATOR

FILED
MAR 16 1995
U.S. DISTRICT COURT
SOUTHERD DISTRICT OF FLORIDA
PORT LAUDERDALE

March 13, 1995
P95000021710

SECRETARY OF STATE
DIVISION OF CORPORATIONS
THE CAPITOL
TALLAHASSEE, FLORIDA 32304

Re: Evanston Factors, Inc.

Gentlemen:

Please find original and one copy of the Articles of Incorporation and Consent of Resident Agent for filing with your office, reference above, along with check # ~~3488~~ in the amount of \$122.50 representing filing fee.

Please endorse your approval of the Articles of Incorporation on the enclosed copy, certify and return same to this office.

Thank you.

Sincerely yours,


Jerome L. Teppes, Esq.

H. SING MAR 17 1995,

JLT/ps.

Enclosures: as noted

ARTICLES OF INCORPORATION OF
EVANSTON FACTORS INC.

FILED
JUN 15 1964
JUN 15 1964
JUN 15 1964
JUN 15 1964

ARTICLE I

NAME

The name of the corporation is EVANSTON FACTORS INC.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing with the Secretary of State. This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V
CORPORATE OFFICE

The address of the corporate office is 3411 Powerline Road, Suite 701, Fort Lauderdale, Florida 33309 or as otherwise reflected in the annual report.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3411 Powerline Road, Suite 701, Fort Lauderdale, Florida 33309 and the name of the initial Registered Agent of this corporation at that address is Jerome L. Teppes.

ARTICLE VII
INITIAL BOARD OF DIRECTOR/INCORPORATOR

This corporation shall have one director initially. The initial number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one nor more than five. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
JEROME L. TEPPES	3411 Powerline Road, Suite 701 Fort Lauderdale, Florida 33309

ARTICLE VIII
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of March, 1995.


JEROME L. TEPPS

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JEROME L. TEPPS known to me and known by me or who produced N/A as identification, who did take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State of County above mentioned, this 13th day of March, 1995.


Notary Public/State of Florida

my commission expires:



OFFICIAL SEAL
JENNIFER MARCUS
COMMISSION EXPIRES
JUNE 19, 1995

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

Pursuant to Section 48.091 and Section 607.034(3), Florida
Statutes, the following is submitted in compliance with said
Sections:

EVANSTON FACTORS, INC. desires to organize under the Laws of the
State of Florida with its registered office as indicated in the
Articles of Incorporation at 3411 Powerline Road, Suite 701, Fort
Lauderdale, Florida 33309 and has named Jerome L. Teppes located
at 3411 Powerline Road, Suite 701, Fort Lauderdale, Florida
33309 as its Agent to accept service of process within this
State.

CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above
named corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said Sections relative to keeping open said
office.

By:


JEROME L. TEPPES