

13142 FROM EMPIRE  
DIVISION OF  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: VATICAN COLLECTABLES, INC.  
FAX AUDIT NUMBER: H950000008296  
DATE REQUESTED: 06/00/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 6  
ESTIMATED CHARGE: \$122.50

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten signature and date 6/7

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SECRETARY OF STATE  
WASHINGTON, D.C.

ARTICLES OF INCORPORATION  
OF  
VATICAN COLLECTABLES, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

## ARTICLE I

The name of this corporation shall be: VATICAN COLLECTABLES, INC.

## ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

## ARTICLE III

The principal place of business and mailing address of this corporation shall be: 14255 US HIGHWAY #1  
JUNO BEACH FL 33408

## ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

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To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 8607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$ 1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: ERSKINE ROGERS  
1803 AUSTRALIAN AVE. SOUTH #A  
WEST PALM BEACH FLORIDA 33409

#### ARTICLE VII

The initial board of Directors shall be elected in the first meeting of the corporation.

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TO

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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.  
1492 W. FLAGLER STREET #200  
MIAMI FLORIDA 33135

The undersigned has executed these Articles of Incorporation this 06 day of JUNE, 1995.

Ray C. Storrer  
Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that VATICAN COLLECTABLES, INC.  
(Name of Corporation)  
desiring to organize under the laws of the State of FLORIDA  
(Florida)  
with its principal office, as indicated in the articles of  
incorporation has named BRKINE ROGERS  
(Name of Registered Agent)  
located at WEST PALM BEACH, County of PALM BEACH  
(City) (County)  
State of Florida, as its agent to accept service of process within  
this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, 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 RELATING TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND  
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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P95000043658

ERSKINE C. ROGERS III  
Attorney  
1803 Australian Avenue South, Suite A  
West Palm Beach, Florida 33409-6487  
(407) 471-1854  
FAX (407) 640-7139

December 6, 1995

State of Florida  
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Amendment  
"VATICAN COLLECTABLES, INC."  
Name Change

400001657964  
-12/08/95--01081--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Division of Corporations:

Enclosed please find an original and one (1) copy of Articles of Amendment for Vatican Collectables, Inc. regarding a name change for the corporation.

Also enclosed is my firm check in the amount of \$87.50 which covers the filing fee and the fee for one (1) certified copy.

Please note the name change for this corporation and return a certified copy to me in the enclosed self-addressed, stamped envelope provided.

Thank you for your assistance and should you need any further information regarding this change, please contact my office.

Very truly yours,

  
Erskine C. Rogers, III

ECR:jpp  
enclosures  
cc: Karl Immermann

N/C

WS FEB 6 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 13, 1995

ERSKINE C. ROGERS, III  
1803 AUSTRALIAN AVE. SOUTH, STE. A  
WEST PALM BEACH, FL 33409-6487

SUBJECT: VATICAN COLLECTABLES, INC.  
Ref. Number: P95000043658

We have received your document for VATICAN COLLECTABLES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 895A00053952



**ERSKINE C. ROGERS III**

*Attorney*

1803 Australian Avenue South, Suite A  
West Palm Beach, Florida 33409-6487  
(407) 471-1854  
FAX (407) 640-7139

January 29, 1996

State of Florida  
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314  
ATTENTION: Velma Shepard, Corporate Specialist

Re: Articles of Amendment  
"VATICAN COLLECTABLES, INC."  
Name Change

Dear Velma Shepard:

Pursuant to your "Letter Number 895A00053952" dated December 13, 1995, a copy of which is enclosed, please find enclosed an original and one (1) copy of Articles of Amendment for Vatican Collectables, Inc. regarding a name change for the corporation.

Please be reminded that my firm check in the amount of \$87.50 which covers the filing fee and the fee for one (1) certified copy, was previously sent to your office with the original request.

Please note the name change for this corporation and return a certified copy to me in the enclosed self-addressed, stamped envelope provided.

Thank you for your assistance and should you need any further information regarding this change, please contact my office.

Very truly yours,



Erskine C. Rogers, III

ECR:jp  
enclosures  
cc: Karl Immermann

## ARTICLES OF AMENDMENT

## VATICAN COLLECTABLES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

1. Article I - Corporate Name is hereby amended to read as follows:

The name of the Corporation is changed to:

**CORPORATE FUNDING GROUP, INC.**

2. The foregoing amendment was adopted on January 12, 1996.

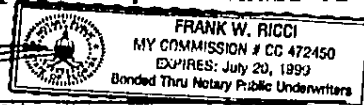
3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendment this 23 day of JANUARY, 1996.

  
KARL IMMERMANN  
President

State of Florida  
County of Palm Beach

The foregoing instrument was acknowledged before me this day of 23 of January, 1996 by KARL IMMERMANN, President of VATICAN COLLECTABLES, INC., a Florida Corporation, on behalf of the corporation.



Notary Public  
(print name)  
State of Florida  
My commission expires: