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95 SEP 26 PM 10:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 12, 1995

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

RE: THE LEXUS GROUP, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


Alan R. Cohen

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****122.50 ****122.50

SEP 16 1995
FBI

695-18763

SEP 26 1995
FBI



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 18, 1995

**ALAN R. COHEN
8205 NW 72 AVE
TAMARAC, FL 33321**

**SUBJECT: THE LEXUS GROUP, INC.
Ref. Number: W95000018763**

We have received your document for THE LEXUS GROUP, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must include original signatures.

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) 487-6915.

**Pamela Hall
Document Specialist**

Letter Number: 295A00042806

ARTICLES OF INCORPORATION

of

THE LEXUS GROUP, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

THE LEXUS GROUP, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in activities or business permitted under the laws of the United States and the State of Florida. The Purpose of the company is to engage in factoring arrangements and other business financings.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one - thousand shares (1,000) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

**THE LEXUS GROUP, INC.
8205 N.W. 72nd Ave.
Tamarac, FL 33321**

The name and street address of the Initial Registered Agent of this Corporation is:

**Alan R. Cohen
8205 N.W. 72nd Ave.
Tamarac, FL 33321**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and address of the initial director(s) of the corporation is/are as follows:

**Alan R. Cohen
8205 N.W. 72nd Ave.
Tamarac, FL 33321**

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Alan R. Cohen
8205 N.W. 72nd ave.
Tamarac, FL 33321

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 12 th day of September, 1995.

_____(Seal)

_____(Seal)

State of Florida)

SS

County of Broward)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Signature

Florida DL# C500-016-42-095
(Form of Identification)

Signature

Florida DL# _____
(Form of Identification)

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that They executed these Articles of Incorporation, that I relied upon the form(s) of identification of the above named person(s) as indicated opposite each name.

Witness my hand and official seal in the County and State last aforesaid this 12 th day of September, 1995.

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Notary Signature,
Notary Seal:



FELIPE SCHWENBERG
MY COMMISSION # CC318287 EXPIRES
September 23, 1997
BONDING TRUST FIDELITY INSURANCE, INC.

Commission Number:

My commission expires:

FILED
95 SEP 26 PM 10:20
SEALING STATE
TALLAHASSEE FLORIDA

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

*Certificate of Registered Agent
of*

THE LEXUS GROUP, INC.

Pursuant to Florida Statutes 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

8205 N.W. 72nd Ave.
Tamarac, FL 33321

has named Alan R. Cohen, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Alan R. Cohen

9/13/95
Date