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LETTER OF TRANSMITTAL

FILED
96 JAN -5 PM 7:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 2, 1996

Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: United American Funding Corporation.

Enclosed is an original and (1) copy of the articles of incorporation and a check for \$131.25. This amount is for the filing fees and a certified copy and certificate.

From: Nigel A. Bettencourt
5420 NW 55 Blvd., Apt. 13-304
Coconut Creek, FL 33073

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B. REGISTER JAN 9 1996

ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is

United American Funding Corporation.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10440 West Atlantic Blvd., Coral Springs, FL 33071

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10440 West Atlantic Blvd., Coral Springs, FL 33071 and the name of the initial registered agent of this corporation at that address is Nigel A. Bettencourt, (a Florida Corporation or an individual).

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have 2 Director(s) to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office, or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The names and addresses of the initial Directors are:

Nigel A. Bettencourt,
5420 NW 55 Blvd., Apt. 13-304, Coconut Creek, Florida 33073

Todor Stefan
1686 Cypress Pointe Drive, Coral Springs, FL 33071

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Nigel A. Bettencourt,
5420 NW 55 Blvd., Apt. 13-304, Coconut Creek, Florida 33073

ARTICLE IX - INDEMNIFICATION

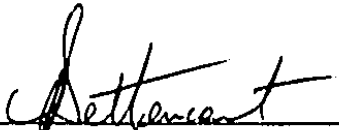
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated : 1/2/96



Nigel A. Bettencourt

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

OF

United American Funding Corporation.

Pursuant to Florida Statutes, sections 607.0501 and 607.0505, 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 10440 West Atlantic Blvd., Coral Springs, FL 33071

has named Nigel A. Bettencourt

located at the aforesaid address, as its Registered Agent to accept service of process

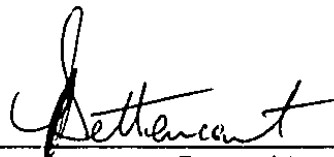
within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the

place designated in this certificate, I hereby accept to act in this capacity, and agree to

comply with the provisions of Florida Law in keeping open said office.



(Registered Agent)

1/2/96