

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9071
904-222-0111 FAX

800-342-8086

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 07E10000003

REFERENCE : 026295 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : January 31, 1996

ORDER TIME : 10:47 AM

ORDER NO. : 026295

CUSTOMER NO: 4303929

1000001702811

CUSTOMER: Sheryl Cohen, Legal Assistant
GREENBERG TRAUBIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: PORT LENDING INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

RECEIVED
56 JAN 31 PM 12:06
DIVISION OF CORPORATION

FILED
96 JAN 31 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 31 1996

**ARTICLES OF INCORPORATION
OF
PORT LENDING, INC.**

FILED
96 JAN 31 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is PORT LENDING, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1 East Broward Boulevard, #1101, Ft. Lauderdale, Florida 33301.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1 East Broward Boulevard, #1101, City of Ft. Lauderdale, County of Broward, State of Florida 33301, and the name of its initial registered agent at such office is William D. Horvitz.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Initial Board of Directors is one, and the name and address of the member of the Initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

William D. Horvitz
1 East Broward Boulevard, #1101
Ft. Lauderdale, Florida 33301

ARTICLE VII

The name of the Incorporator is William D. Horvitz and the address of the Incorporator is 1 East Broward Boulevard, #1101, Ft. Lauderdale, Florida 33301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 30 day of January, 1996.


William D. Horvitz, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PORT LENDING, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


William D. Horvitz, Registered Agent

Dated: January 30, 1996.