

P96000013042

Charter Number only

2/8/96 Ursula.

Rene A. Sotorio

1001 S. Bayshore Dr. #2706

Miami FL 33131

374-7009A.

VALIDATION ONLY

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TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

EXPIRATION DATE
2-8-96

P.I. LOANS, Inc.

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DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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ARTICLES OF INCORPORATION

OF

P.I. LOANS, INC.

RECEIVED
2-8-96

ARTICLE I

The name of this corporation is P.I. LOANS, INC.

ARTICLE II

This corporation shall exist perpetually commencing on the date of execution and acknowledgement of these articles or if these articles should not be filed within five days of execution, then upon filing with the Secretary of State.

ARTICLE III

This corporation is organized for the purpose of engaging in all aspects of the loan and financing business and any other lawful business.

ARTICLE IV

This corporation is authorized to issue 7500 shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V

Section 1. Dividends.

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation,

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dissolution, or winding up of this corporation, the holders of record of the outstanding Common Shares shall be entitled to ratable distribution of the remaining assets.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 VII
PRINCIPAL OFFICE AND AGENT

The street address of the registered office of this corporation is 1001 SO. BAYSHORE DR., MIAMI, FL 33131 and the name of the initial registered agent of this corporation at that address is SOTORRIO & LORENZO, P.A.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have four directors 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. The names and addresses of the initial directors of this corporation are:

CARLOS RUA, President
841 ANDALUCIA AVE.
CORAL GABLES, FL 33134

CARLOS RUA, Treasurer
841 ANDALUCIA AVE.
CORAL GABLES, FL 33134

CARLOS RUA, Vice-President
841 ANDALUCIA AVE.
CORAL GABLES, FL 33134

CARLOS RUA, Secretary
841 ANDALUCIA AVE.
CORAL GABLES, FL 33134

ARTICLE IX
INCORPORATOR

The names and address of the person signing these articles is:

RENE A. SOTORRIO, ESQ.
SOTORRIO & LORENZO, P.A.
1001 SO. BAYSHORE DR.
SUITE 2706
MIAMI, FL 33131

ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI
MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIV
DIVIDENDS

Dividends may be paid to shareholders only out of the

unreserved and unrestricted earned surplus of the corporation.

ARTICLE XV
INDEMNIFICATION

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

ARTICLE XVI
TRANSFER OF SHARES

As a matter of election, these Articles of Incorporation do adopt the following provisions restricting the transfer of shares, and such provisions shall be printed or typewritten on each stock certificate issued by the corporation as follows:

These shares nor any part hereof shall be sold or otherwise transferred to any person other than the person to whom originally issued, his or her heirs, executors or administrators, unless first submitted to P.I. LOANS, INC. for redemption at the then fair market value. In the event that the Company shall fail or refuse to redeem such shares within ninety days following the tender thereof to the Company, then and in that event, the person to whom such shares were originally issued shall be authorized to dispose of such shares or any part thereof in any manner permitted by law. No transfer or any shares shall be valid, however, unless entered in the records of the Company.

The transfer of any shares of stock hereafter issued shall not be effective unless approved in writing by the stockholders.

ARTICLE XVII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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, SOTORRIO & LORENZO, P.A., as incorporator

of this corporation, has executed these Articles of Incorporation this 8th day of February, 1996, and the undersigned agrees and accepts its appointment as the resident agent of this corporation.

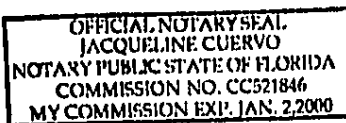
BY:

Rene A. Sotorrio
RENE A. SOTORRIO
SOTORRIO & LORENZO, P.A.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared SOTORRIO & LORENZO, P.A., known to me and known by me to be the incorporator signing these Articles of Incorporation, and he stated that he executed such Articles of Incorporation for the uses and purposes therein expressed.

SWORN to and SUBSCRIBED before me this 8th day of February, 1996.



Jacqueline Cuervo
Notary Public, State of Florida

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CLERK OF STATE
TALLAHASSEE, FLORIDA