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PUBLIC ACCESS SYSTEM
TO: DIVISION OF CORPORATIONS FROM EMERGENCY CORPORATION COMPANY
1002 FLORIDA ST
TALLAHASSEE, FL 32300
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(((H96000003609))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FINANCE U.S.A. -- ALL THE WAY, INC.
FAX AUDIT NUMBER: H96000003609 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FL 32302

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W16-5312



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 14, 1996

EMPIRE CORPORATE KIT
1492 W. FLAGLER ST., STE. 200
MIAMI, FL 33135

SUBJECT: FINANCE U.S.A. - ALL THE WAY, INC.
REF: W96000005612

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6924.

Sharon Tala
Document Specialist Supervisor

FAX Aud. #: H96000003609
Letter Number: 996A00011528

ARNOLD Y. STEINBERG, ESQ.
6971 N. FEDERAL HWY #105
BOCA RATON, FL 33487
(407) 994.2800
FBN. 578630

ARTICLES OF INCORPORATION
OF
FINANCE U.S.A - ALL THE WAY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is FINANCE U.S.A - ALL THE WAY, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Three Million, Two Hundred Thousand (3,200,000) shares of common stock having a par value of Seven (\$7.00) Dollars per share.

2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose, or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by

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the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VI

The street address of the initial registered office and of the corporation's principal office is 5317 West Atlantic Avenue, Suite 101, Delray Beach, Florida 33434, and the name of the initial Registered Agent of this corporation at that address is Alec Shatz. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or a new registered office without the necessity of amending these Articles of Incorporation.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) person.

ARTICLE VIII

The number of Directors constituting the initial Board of Directors of the corporation is one (1). 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 name and address of

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otherwise provided by the By-Laws of the corporation, shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have duly qualified are as follows:

NAME	ADDRESS
Alec Shatz	5317 West Atlantic Ave. Suite 101 Delray Beach, FL 33434

ARTICLE IX

The name and address of each person signing these Articles as an Incorporator are as follows:

NAME	ADDRESS
Alec Shatz	5317 West Atlantic Ave. Suite 101 Delray Beach, FL 33434

ARTICLE X

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

ARTICLE XI

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation; and when any agreement is made between stockholders owning at least eighty (80%) percent of the stock then out-standing in the corporation, such agreement shall be binding upon the corporation, and shall be recognized by the Directors and shall be

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observed by the officers and Agents of the corporation; and particularly, the stock holders are authorized to include in such agreement entered into between themselves provisions which will confer upon individual groups of power to elect certain numbers of directors, and in particular, stockholders may include in the agreement between themselves the following as valid matters of agreement, to wit:

1. The manner and method in which and the persons by whom directors may be elected.

2. Any limitation upon the transferability or assignment of the stock.

3. The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any other stock.

4. Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements between the stockholder shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created such Stockholder's Agreements (or the successor in ownership) providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholders Agreements) consenting to the revocation and cancellation of the Agreements among the stockholders.

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EXECUTED by the undersigned at Boca Raton, Palm Beach County, Florida, on this 14th day of March, 1996.


Alec Shatz

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That FINANCE U.S.A - ALL THE WAY, INC., desiring to organize or qualify under the laws of the State of Florida has named ALEC SHATZ as its registered agent to accept service of process within Florida, at 5317 West Atlantic Ave., Suite 101, Delray Beach, FL 33434, which address is also designated as the initial registered office of the corporation first mentioned above.


Alec Shatz
Title: President

Date: March 13th, 1996

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate, I, Alec Shatz, hereby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.


Alec Shatz

Date: March 13th, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER
Merger Sheet**

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MERGING:

FINANCE U.S.A. - ALL THE WAY, INC., a Florida corporation, P96000023597

INTO

BOCA INSURANCE LENDERS, INC. which changed its name to

FINANCE U.S.A. - ALL THE WAY, INC., a Florida corporation, L75412

File date: February 24, 1997

Corporate Specialist: Linda Stitt