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890 S.W. 87 AVENUE SUITE: 16 Address

MIAMI, FLORIDA 33174 (305)552-5973 City/State/Zip Phone //

Other

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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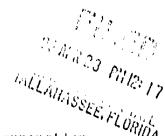
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ARTICLES OF INCORPORATION

OF VARARU FINANCING, Corp.



We the undersigned subscriber to those Articles of Incorporation, each a natural person competent to contract, hereby associate to form a Corporation under the Laws of the State of Florida.

ARTICLE I NAME OF CORPORATION

The name of the Corporation shall be: VARARU FINANCING, Corp.

ARTICLE II NATURE OF BUSINESS

The general nature of business to be transacted by this Corporation shall be the consumer lending and mortgages, any other activities of business permitted under the Laws of the United States of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every kind, class and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, cancel, telegraph, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character or business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$ 500.00)

ARTICLE V TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The initial street address in this State of the principal office of this corporation is 9010 S.W. 137th Ave. Suite 113, Miami, Fl., 33186. The Board of Director may from time-to-time, move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have not less than two directors initially. The number of directors may be increased or diminished from time-to-time by the by-laws adopted by the stockholder.

ARTICLE VIII BOARD OF DIRECTORS

The names and street address of the members of the first Board of Director are:

NAME

TITLE

ADDRESS

RAMON' MONTERO

President

9010 S.W. 137th Suite 113 Miami, Fl., 33186

RUBIELA DUARTE

V.Premident Secretary 9010 B.W. 137th Suite 113 Miami, Fl., 33186

ARTICLE IX SUBSCRIBERS

NAME	ADDRESS	8HARE#	CONSIDERATION
RAMON MONTERO	9010 S.W. 137th Suite 113 Miami, Fl., 33186	250	\$ 250.00
RUBIELA DUARTE	9010 S.W. 137th Suite 113 Miami, Fl., 33186	250	\$ 250.00

ARTICLE X REGISTERED AGENT

The address of the Registered Office of this corporation shall be 9010 S.W. 137th Ave. Suite 113, Miami, Fl., 33186 and the Registered Agent shall be: Ramon Montero.

Pursuant to Florida Statues Section 607.164, having been named to accept process for the above State Corporation, at the place design in these Articles of Incorporation, I hereby accept to agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Director, proposed by her to the stockholder and approved at the stockholder' meeting by the majority of the stock entitled to vote her on, unless the director and the stockholder sign a written statement manifesting her intention that a certain amendment of these Articles of Incorporation be made.

STATE OF FLORIDA COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgements personally appeared:

WITNESS my hand and official soal in the County and State named above this 31 day of 1996

RAMON MONTERO

Novary Public State at Large My Commission Expires:

Notary Public State at Large My Commission Expires:

Notary Public State at Large My Commission Expires:

EXPIRES APRIA, 1998

INCOMMISSION ATLANTIC BONDENO CO., INC.

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