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Law Office of

Richard F. Hayes  
Attorney at Law

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Suite 345  
420 Lincoln Road  
Miami Beach, Florida 33139

May 6, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-05/09/96--01110--005  
\*\*\*\*122.50 \*\*\*\*122.50

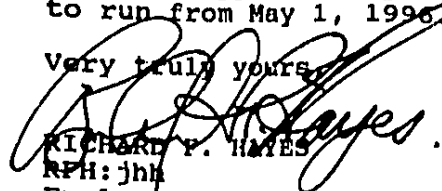
Re: Articles of Incorporation of  
ABC LENDING CORPORATION

Dear Sir or Madam:

Enclosed please find my trust account check in the amount of \$122.50 as the filing fee for the above referenced corporation, which I understand, from a telephone communication with your office, is the fee for incorporation.

We would appreciate your making the initial time of incorporation to run from May 1, 1996.

Very truly yours,

  
RICHARD F. HAYES  
RPH:jhh  
Encls:1

FILED  
96 MAY -9 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

26515

CERTIFICATE AND  
ARTICLES OF INCORPORATION

OF

ABC LENDING, INC.

FILED  
96 MAY -9 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This is to certify, that the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE ONE

The name of the corporation (which is hereinafter called the "Corporation") is:

ABC LENDING, INC.

ARTICLE TWO  
STATEMENT OF CORPORATE NATURE

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all lawful things allowed and permitted to be done by corporations under the laws of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock this Corporation is

authorized to have outstanding at any time shall be 100 shares at \$0.25 cents par value.

All the shares of stock are to be of one class, namely Common Stock, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purpose.

#### ARTICLE FOUR

The amount of capital with which the Corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

#### ARTICLE FIVE

The corporation shall have perpetual existence from May 1, 1996.

#### ARTICLE SIX

The principal place of business of the Corporation shall be 6902 Calle del Paz, Boca Raton, Florida 33433, with the privilege of having branch offices within and without the State of Florida. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

#### ARTICLE SEVEN

The Corporation shall have three (3) Directors initially. The number of Directors may be increased from time to time by the by-laws adopted by the stockholders.

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96 MAY -9 PM 2:58

ARTICLE EIGHT

The resident agent for the service of process is:

JAMES V. CLIFF  
6902 Calle del Paz  
Boca Raton, Florida 33433

Acceptance by Agent  
JAMES V. CLIFF

ARTICLE NINE

These Articles of Incorporation may be amended in the manner required by law, every amendment shall be approved by the Board of Directors, who shall each have one (1) vote as proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a statement manifesting their intention that a certain amendment of these articles be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, and acknowledged to be filed in the office of the Secretary of State the foregoing Certificate of Incorporation, this 1st day of May, 1996.

JAMES V. CLIFF

STATE OF FLORIDA )  
COUNTY OF DADE )

SS

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared, JAMES V. CLIFF, who acknowledged before me that he signed the foregoing Certificate of Incorporation for the purposes therein expressed and who provided \_\_\_\_\_ as identification or was ☒ personally known to me and who did not take an oath.

WITNESS, my hand and official seal at the City of Hollywood, County of Broward, State of Florida, this 1st day of May, 1996.



ELLEN SURES  
COMMISSION # CC354716  
EXPIRES MAR 10, 1998  
Bonded Through  
ALAN INSURANCE SERVICES

Ellen Sures  
NOTARY PUBLIC STATE OF FLORIDA

Ellen Sures  
Print name of Notary Public

124 Laurel Road Hollywood, FL 33021  
Print address of Notary Public

My Commission Expires:

These articles of incorporation  
were prepared by:

RICHARD F. HAYES., ESQ.,  
Attorney at Law  
Suite 345  
420 Lincoln Road  
Miami Beach, Florida 33139  
Tele: 253-5884

but were not signed  
in his presence.