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OFFICE OF  
ENTIN & CANARICK

RICHARD C. ENTIN  
BERNARD D. CANARICK

(305) 746-0000  
(305) 475-3155

June 27, 1996

400001880584  
-07/01/96--01040--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: WELLS FUNDING GROUP, INC.

Gentlemen:

Enclosed herewith, please find my check in the amount of \$70.00 representing the filing fee and the Registered Agent Fee for the above-referenced corporation.

I have also enclosed herewith an original and one copy of the Articles of Incorporation. Please conform my copy and return it to my office in the stamped, self-addressed envelope.

Thank you for your cooperation.

Very truly yours,

ENTIN & CANARICK

By

BERNARD D. CANARICK

BDC/pmr  
Enclosures

*gave permission  
to add "INC" to  
corp name.*

*ST 7/1*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*7-2-96  
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**ARTICLES OF INCORPORATION**  
**OF**  
**WELLS FUNDING GROUP, INC.**

**ARTICLE I - NAME**

The name of this corporation is WELLS FUNDING GROUP, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business of buying negotiable paper and other negotiable instruments.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 8411 West Oakland Park Boulevard, Suite 202, Sunrise, Florida 33351 and the name of the initial registered agent of this corporation at that address is Bernard D. Canarick.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

WALTER LIPKIN  
7567 Rexford Road  
Boca Raton, Florida 33434

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### **ARTICLE VIII - INCORPORATORS**

The name and address of the Incorporator signing these Articles is: Walter Lipkin,  
7567 Rexford Road, Boca Raton, Florida 33434.

### **ARTICLE IX - INDEMNIFICATION**

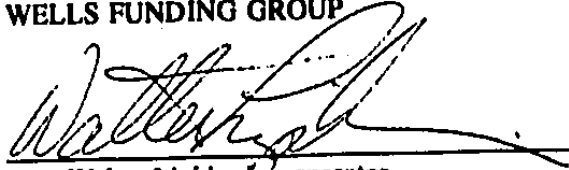
The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 27 day of JULY, 1996.


WELLS FUNDING GROUP


  
By: Walter Lipkin, Incorporator

STATE OF FLORIDA     )  
                                  ):ss.:  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared WALTER LIPKIN, who is personally known to me or who has produced FL D.L. as identification to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

27th WITNESS my hand and official seal in the County and State last aforesaid this day of JULY, 1996.

  
Notary Public - State of Florida at Large

 PRISCILLA MOORE ROGERS  
COMMISSION # CC 488170  
EXPIRES AUG 13, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

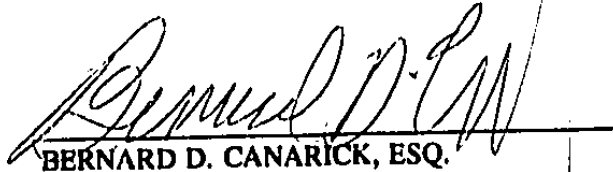
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted.

FIRST that <sup>INC.</sup>WELLS FUNDING GROUP, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7567 Rexford Drive, Boca Raton, Florida 33434 has named BERNARD D. CANARICK, ESQ. located at 8411 W. Oakland Park Boulevard, Suite 202, Sunrise, Florida 33351 as its agent to accept service of process within Florida.

Dated: 6/27/96

  
BERNARD D. CANARICK, ESQ.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
BERNARD D. CANARICK, ESQ.