

7/11/96

FLORIDA DIVISION OF CORPORATIONS
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10:21 AM

TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 492 FLORIDA ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136-311-
TALLAHASSEE, FL 32399 CONTACT: RAY FORMENT
FAX: (904) 922-0000 PHONE: (305) 541-3894
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FACTOR E, INC.

FAX AUDIT NUMBER: H90000009821

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/11/1996

TIME REQUESTED: 10:21:16

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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ACCOUNT NUMBER: 072450003255

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95 JUL 12 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1096-14599

DIVISION OF CORPORATIONS

96 JUL 11 PM 12:46

RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 12, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FACTOR E, INC.
REF: W96000014599

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: W96000009621
Letter Number: 296A00033950

J.S.P. ASSOCIATES, INC.
Accounting Services • Taxes • Corporations

July 12, 1996

Secretary of State
Division of Corporations

I have filed the Articles of Incorporation of FACTOR E, INC. for my clients. I received a call from your office regarding another previously filed corporation with the name of FACTORING, INC.

My client wishes to have the articles of FACTOR E, INC. file as is.

If I can be of any further assistance, feel free to contact me

Joe San Pedro
Joe San Pedro
for the firm

Joe San Pedro
J.S.P. Associates, Inc.
7801 SW 24th St. #107
Miami, FL 33155
(305) 262-8947

ARTICLES OF INCORPORATION

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation pursuant to Part II, 'Closed Corporation', Chapter 607, of the Florida Statutes as currently and shall hereafter be in force and in effect, and pursuant to Part I Corporation Generally, Chapter 607, of in force and in effect, to the extent that the aforementioned provisions of Part II, 'Closed Corporation' Chapter 607, of the Florida Statutes are not applicable thereto and in conflict therewith.

ARTICLE I Name

The name of the corporation is:

FACTOR E, INC.

ARTICLE II Nature of Business

The Corporation may engage in any activity of business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III Capital Stock

The maximum number of shares of stock the corporation is authorized to have issued and outstanding at any one time is 5000 shares of non-assessable common stock having a nominal value of ONE DOLLAR AND 00 CENTS (\$1.00).

ARTICLE IV Initial Capital

The amount of capital with which the Corporation shall commence is no less than
ONE HUNDRED DOLLARS AND 00 CENTS (\$100.00).

ARTICLE V Term of Existence

The Corporation shall exist perpetually.

Article VI Address

The initial street address of the principal office of the Corporation in the State of FL is, 7801 S.W. 24TH STREET #107, MIAMI 33155. The corporation may move its principal office to places within and without the state of Florida.

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Article VII Management

The business of the corporation shall be managed by the Board of Directors. Any action required or permitted by Part I or Part II, Chapter 607 of the Florida Statute, shall be taken by a majority vote of the Board of Directors. The Director shall be elected by the stockholders by majority vote. Each stockholder shall be entitled to one vote for each issued and outstanding share of which he/she or it, is the record owner.

Article VIII Subscriber

The name, street address and number of shares subscribed by the initial subscribers to these Articles of Incorporation are:

Mr. RODOLFO REY-PEREZ
7801 S.W. 24TH STREET #107
MIAMI, FL. 33155

Shares Held
100.00

The initial subscriber certifies that in consideration for the stock for which the corporation will begin business as set forth in Article IX thereof.

Article IX Existence

The Corporation shall exist on July 11, 1996 such date being the day on which the subscriber to these Articles of Incorporation shall purchase and be issued the shares subscribed for.

Article X Amendments

The Corporation may amend or repeal any provisions, part or part of these Articles of Incorporation upon an affirmative vote of the issued and outstanding stock at a duly constituted shareholders meeting.

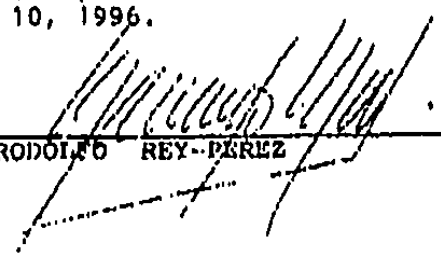
Article XI By-Laws and Stockholders Agreements

The Stockholders shall have the power to make, amend or repeal by-laws concerning all matters and things so long as such by-laws or stockholders are not in conflict with these Articles of Incorporation they are now or hereafter in force and effect.

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IN WITNESS WHEREOF, I the undersigned subscriber, being the original subscriber(s) to the capital stock herein above described for the purpose of forming a corporation for any business both within and without the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are true, and so agree to receive the number of share herein set forth, and hereunto set hand and seal this July 10, 1996.



Mr. RODOLFO REY-PEREZ

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STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate designating place of business domicile for the service of process within this state, naming agent upon whom process may be served and names and addresses of the officers and directors.

The following is submitted, in compliance with Chapter 48.091 of the Florida Statute:

FACTOR E, INC.

A corporation organized (or organizing) under the laws of the State of Florida with its principal office at 7801 S.W. 24TH STREET #107 in the county of DADE, state of Florida, has named Mr. RODOLFO REY-PEREZ of 7801 S.W. 24TH STREET #107, city of MIAMI, county of DADE, as its agent to accept service of process within this state

OFFICERS

Mr. RODOLFO REY-PEREZ

President
Vice-President
Secretary
Treasurer

DIRECTORS

Mr. RODOLFO REY-PEREZ

President
Vice-President
Secretary
Treasurer


By corporate officer.

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ACCEPTANCE


I agree as resident agent to accept Service of Process; to keep office open during prescribed hours; to post my name and any other officer of said corporation authorized to accept service of place in office as required by law.

FILING FEE:
ONE HUNDRED TWENTY-TWO DOLLARS FIFTY CENTS (\$122.50)

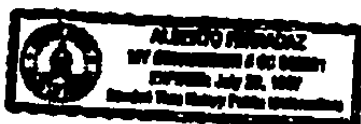

MR. RODOLFO REY-PEREZ

STATE OF FLORIDA
SS:
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, Mr. RODOLFO REY-PEREZ to me well known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledges before me that he executed for purpose therein expressed.


Notary Public
State of Florida

My commission expires:



SECRET
TALLAHASSEE, FLORIDA

96 JUL 12 PM 3:09

FILED

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