OFFICE TELEPTIONE 111.3/4.0931

620 Southwest 14 Terrace, No. 3 Fort Lauderdale, FL 33312.7292 954,768,9151

21 July, 1996

PACSIMILE TRANSMISSION #13.505.5171



Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

> Incorporation of PAR LEND, INC. Re:

Dear Sir/Madam:

Enclosed are two (2) originals of the Articles of Incorporation for the above-referenced corporation, and a check in the amount of \$122.50 for filing fees and a certified copy of the articles. Please return the certified copy in the enclosed envelope.

Please let me know if there are any questions or problems. Thank you for your attention to this matter.

Very truly yours,

Stewart C. Gonshorek

ARTICLES OF INCORPORATION

PAR LEND. INC.

We, the undersigned, for the purposes of forming a corporation for profit, pursuant to the do hereby adopt the following Articles of Incorporation: laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is PAR LEND, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

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

ARTICLE V

YOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VI

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock issued or hereafter issued.

ARTICLE VII

PRINCIPAL OFFICE AND ADDRESS AND INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the principal office of the corporation, and the initial registered office of the corporation is 1732 Southwest 5 Street, Fort Lauderdale, FL 33312, and the name of the initial registered agent of this corporation at that address is JOHN S. LENHARD.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The names and addresses of the initial directors of the corporation are:

JOHN S. LENHARD 1732 Southwest 5 Street Fort Lauderdale, FL 33312

DOUGLAS PARRILLO 1732 Southwest 5 Street Fort Lauderdale, FL 33312

ARTICLE IX

INCORPORATORS

· The names and addresses of the incorporators are:

JOHN S. LENHARD 1732 Southwest 5 Street Fort Lauderdale, FL 33312 DOUGLAS PARRILLO 1732 Southwest 5 Street Fort Lauderdale, FL 33312

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of

Incorporation on this 29 day of July, 1996.

JOHN S. LENHARD
Director/Incorporator

DOUGLAS PARRILL Director/Incorporator

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STATE OF FLORIDA COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared JOHN S. LENHARD, who produced the following Florida Driver's license as identification: <u>LS63-477-57-349-0</u>, and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 24 day of July, 1996.

My commission expires:

Notary Public

NOTARY Public

My Comm Exp. 11/16/98

HOTARY Bonded By Service ins

STATE OF FLORIDA COUNTY OF BROWARD

No. CC415344

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared DOUGLAS PARRILLO, who produced the following Pennsylvania Driver's license as identification: 1757050, and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this day of July, 1996.

Notary Public

My commission expires:

legaf/parlend

EILEEN RICHARDS
My Comm Exp. 11/16/98
Bonded By Service Ins
No. CC415344

CERTIFICATE FOR DESIGNATION OF PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

FIRST--That PAR LEND, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1732 Southwest 5 Street, Fort Lauderdale, FL 33312, has named JOHN S. LENHARD, located at 1732 Southwest 5 Street, Fort Lauderdale, FL 33312, as its agent to accept service of process within the State of Florida.

JOHN S. LENHARD Director/Incorporator 21 July, 1996

DOUGLAS PARRILLO Director/Incorporator 27 July, 1996

Having been named to accept service of process for the above-stated 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 and complete performance of my duties.

JOHN S. LENHARA Registered Agent

29 July, 1996

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