

P96000066033
(SAMPLE LETTER OF TRANSMITTAL)

Date July 25th., 1996.

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

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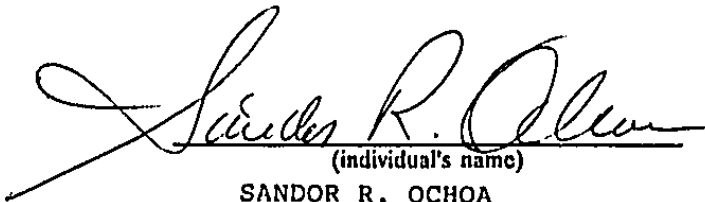
Re: AMERICA FINANCIAL, CORP., Inc.
(name of corporation)

Gentlemen:

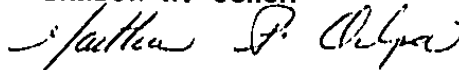
Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee Registered Agent Designation for the above named corporation.

Very truly yours,


(individual's name)

SANDOR R. OCHOA



AMERICA FINANCIAL, CORP.
(name of corporation)

AUG 1 1996 BSB

W96-16091

5/8/8

MAILING ADDRESS OF CORPORATION		
2320 S.W. 57th. Ave. Ste 201-A		
Miami, FL. 33155		
PHONE		
(305)	265-6151	Ext.
Area Code	Number	



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 1, 1996

SANDOR R. OCHOA
2320 S.W. 57TH AVENUE
SUITE 201-A
MIAMI, FL 33155

SUBJECT: AMERICA FINANCIAL, CORP.
Ref. Number: W96000016091

We have received your document for AMERICA FINANCIAL, CORP. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 196A00036877

ARTICLES OF INCORPORATION

of

AMERICA FINANCIAL FUNDING, CORP.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

AMERICA FINANCIAL FUNDING, CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME <u>AMERICA FINANCIAL FUNDING, CORP.</u>		
ADDRESS <u>2320 S.W. 57th. Avenue, Suite # 201-A</u>		
CITY <u>Miami</u>	FLORIDA	ZIP <u>33155</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME <u>MARTHA P. OCHOA</u>		
ADDRESS <u>555 N.E. 15th. Street, PH-C</u>		
CITY <u>Miami</u>	FLORIDA	ZIP <u>33132</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This 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 shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME <u>SANDOR R. OCHOA</u>		
ADDRESS <u>555 N.E. 15th. Street, PH-C</u>		
CITY <u>Miami</u>	STATE <u>Florida</u>	ZIP <u>33132</u>
NAME <u>MARTHA P. OCHOA</u>		
ADDRESS <u>555 N.E. 15th., Street, PH-C</u>		
CITY <u>Miami</u>	STATE <u>Florida</u>	ZIP <u>33132</u>
NAME		
ADDRESS		
CITY	STATE	ZIP

95 AUG - 7
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FRI 11:21

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	SANDOR R. OCHOA		
ADDRESS	555 N.E. 15th. Street, PH-C		
CITY	Miami	STATE	Florida ZIP 33132
NAME	MARTHA P. OCHOA		
ADDRESS	555 N.E. 15th. Street, PH-C		
CITY	Miami	STATE	Florida ZIP 33132
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 25th day of July, 1996.

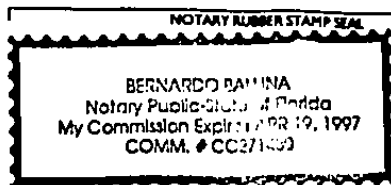
Sandor R. Ochoa (Seal)
SANDOR R. OCHOA
Martha P. Ochoa (Seal)
MARTHA P. OCHOA
____ (Seal)

STATE OF FLORIDA)
COUNTY OF DADE) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Sandor R. Ochoa Signature _____ Form of Identification _____
Martha P. Ochoa Signature _____ Form of Identification _____
____ Signature _____ Form of Identification _____

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that _____ executed these Articles of Incorporation, that I relied upon the form _____ of identification of the above named person _____ as indicated opposite each name, and that an oath (was)(was not) taken.



Witness my hand and official seal in the County and State last aforesaid this 25th day of JULY, 1996.

Bernardo Ballina
Notary Signature
BERNARDO BALLINA
Printed Notary Signature

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

AMERICA FINANCIAL FUNDING, CORP.
(name of corporation)

RECEIVED
DIVISION OF CORPORATIONS
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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 555 N.E. 15th. Street, PH-C

Miami, FL. 33132-1428

has named MARTHA P. OCHOA

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Martha P. Ochoa
(registered agent)