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PHANETHAL THE ACCOUNT NO. : 072100000032

REFERENCE : 068354 7114959

AUTHORIZATION :

COST LIMIT : \$ 70.00 Lature Paris

ORDER DATE : August 28, 1996

ORDER TIME : 10:07 AM

ORDER NO. : 068354

CUSTOMER NO: 7114959

CUSTOMER: Mr. Michael J. Williams

MR. MICHAEL J. WILLIAMS

Suite 811

12555 Biscayne Boulevard

Miami, FL 33181

DOMESTIC FILING

NAME:

FINANCIAL LIQUIDATORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY

X PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

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August 29, 1996

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301-2607

SUBJECT: FINANCIAL LIQUIDATORS, INC. Ref. Number: W96000018229

RESUBMIT Plaasa givo original submission date as file date.

We have received your document for FINANCIAL LIQUIDATORS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(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.

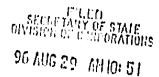
If you have any questions about the availability of a particular name, please call

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

Kimberly Rolfe Document Specialist

Letter Number: 896A00040953



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ARTICLES OF INCORPORATION

OF

LOAN LIQUIDATION, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

LOAN LIQUIDATION, INC.

The address of the principal office of this corporation shall be 12555 Biscayne Boulevard, Suite 811, Miami, Florida 33181 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Eoard of Directors are:

Michael J. Williams 12555 Biscayne Boulevard, Suite 811 Miami, Florida 33181

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ARTICLE VII. INCORPORATOR 5 MIS 89 MIIO: 51

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on August 29, 1996.

Lluoran Ll. Skipper

J.t's Agent, Deborah D. Skipper

Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Delicias D. Skipper

It's Agent, Deborán D. Skipper Authorized Service Representative Corporation Service Company