

P96000076092

Austin A. Frye
2627 N.E. 203rd Street
Suite 115
North Miami Beach, Florida 33180

September 4, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600001945136
-09/11/96--01096--004
****122.50 ****122.50

RE: FUNDAMENTAL FINANCE, INC.

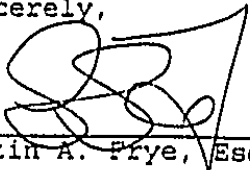
I have enclosed an original copy of the Articles of Incorporation for FUNDAMENTAL FINANCE, INC. and a check in the amount of \$122.50 payable to the Florida Division of Corporation.

Please send a certified copy of the Articles of Incorporation to:

AUSTIN A. FRYE, ESQ.
2627 N.E. 203rd Street
Suite 115
N. Miami Beach, FL 33180
(305) 931-3200

Thank you for your cooperation with this matter.

Sincerely,


Austin A. Frye, Esq.

AAF/rd

Enclosure

PMC
9/11/96

FILED
56 SEP 11 PM 12:16
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FUNDAMENTAL FINANCE, INC.

FILED
96 SEP 11 PM 12:13
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with the Florida Business Corporation Act.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:
FUNDAMENTAL FINANCE, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to manage investments, and engage in any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten

Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

WARRICK NORMAN
2365 N.W. 182 Terr
Miami, FL 33056

The principal address is the same.

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTOR

The name of the Initial Director(s) of this Corporation and their street addresses are:

GREGORY A. BEASON
2375 N.W. 182 Terr
Miami, FL 33056

DARREN WILCOX
2709 N.W. 200 Terr
Miami, FL 33056

The Initial Directors shall hold office for the first year of existence of this Corporation or until their successors are

lected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator 's:

WARRICK NORMAN
2365 N.W. 182 Terr
Miami, FL 33056

ARTICLE IX

AMENDMENT

The Corporation reserves the right, to amend or repeal any provisions contained in these Articles of Incorporation or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

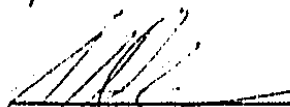
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 4th day of September, 1996.

Warrick Norman
Warrick Norman, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Warrick Norman, to me known to be the person described as Incorporator(s) and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at North Miami Beach, Dade County, Florida this 7th day of September, 1996,



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



RONALD DAVIDOVIC
My Commission CC318438
Expires Sep. 23, 1997
Bonded by HAI
R/O-422-1655

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

FILED

96 SEP 11 PM 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

That FUNDAMENTAL FINANCE, INC., desiring to organize under the laws of the State of Florida, has named WARRICK NORMAN, located at 2365 N.W. 182nd Terr, City of Miami, County of Dade, State of Florida 33180, County of Dade, State of Florida, as its agents to accept service of process within the 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, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


WARRICK NORMAN

Date: Sept 4th 1996