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ARTICLES OF INCORPORATION

OF

MANHATTAN FINANCIAL SERVICES CORP.

ARTICLE I - NAME:

96 NOV -1 PH 4: 03
SECRETARY OF STATE
FALLAHASSEE FLORID

The name of the corporation is:

MANHATTAN FINANCIAL SERVICES CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of the filing of Articles of Incorporation.

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporation under the statues of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

- (a) To do all things necessary in connection with Collection & Recovery services, supply such services as are commonly performed or supplied by Collection and Recovery Agents.
- (b) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in dispose of real estate and real property and all other kinds of property of whatsoever; to act as nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey, and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and negotiating of loans thereon; to barrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures and cher negotiable instruments of whatsoever nature, and secure the same by

mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

- (c) To carry on business of a holding co. pany and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the state of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade, or enterprise.
- (d) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharfs, sea walls, sidewalks, ditches, drains, bulkheads, and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges, and dredges; to make, deepen or widen, channels or canals; to fill in low ground, to buy, sell, manufacturer, trade and deal machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand, and every kind or building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction work.
- (e) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commission agency and to do all things necessary in connection with the operation of sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sales and commission agency, which said agency will operate both within and without the continental limits of the United States of America.
- (f) To own conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling, and otherwise dealing in building supplies, and equipment incidental to the construction business.

(g) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts and things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers herein above specifically delegated or implied.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is: 4700 S.W. 51ST STREET, SUITE 214 DAVIE, FLORIDA 33314

and the name of the initial registered agent of this Corporation is: RONALD J. NOLTE
The principal mailing address and registered office of the corporation are one and the same.

ARTICLE VII - INERTIAL BOARD OF DIRECTORS
This corporation shall have One director initially.
The number of directors may either increased or diminished from time to time by the by laws but shall never be less than two. The name and address of the initial directors of this corporation is:

RONALD J. NOLTE - 4700 SW 51st STREET STE. 214 DAVIE, FLORIDA 33312

The name and address of the person signing these articles is: Ronald J. Nolte

The corporation shall indemnify any officer or director, to the full extent permitted by law.

IN WITNESS WHEREFORE, the undersigned subscriber has executed these Articles of Incorporation, this 28TH day of OCTOBER, 1996.

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STATE OF FLORIDA : COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Ronald J. Nolte to me known and known to me to be the person who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal at said County and State this 30TH day of october, 1996.

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires

5-7-99

Notary EESTER A SHAPIRO
Notary State of Floride
Public SMy Comm. Exp: 05/07/99
Comm#: CC460411

ACCEPTANCE OF REGISTERED AGENT
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*****130.00

I, Ronald Nolte, do hereby accept my appointment as registered agent to The Manhattan Financial Service, Corporation, a Florida Corporation. I am familiar with all of it's responsibilities and privileges and accept them.

Ronald Nolte - Director October 28, 1996

Registered Agent

96 NOV -1 PH L: 03
SECRETARY OF STATE
TALL AHASSEE F. SOIL