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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PRESTIGE FINANCE, CORP.
AUDIT NUMBER.....H96000017034
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

Handwritten signature and number: 96-54607

ARTICLES OF INCORPORATION
OF
Prestige Finance, Corp.

④
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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be Prestige Finance, Corp.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, 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 300 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 10855 SW 72 Street, Suite 20, Miami, Florida 33173 and the name of the Initial Registered Agent for the corporation at that address is Muhammed A. Shah.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud,

Prepared by: James S. Newell Esq.
Fla Bar # 39083
691 SE 3 Place, Hialeah, FL 33010
(305) 882-5844

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shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The Initial Board of Directors shall consist of:

Muhammed A. Shah	President	51 Shares
Daisy Carrazana	Vice-President / Secretary	49 Shares

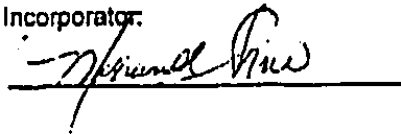
ARTICLE IX INCORPORATOR

The name and address of the Incorporator is:

Muhammed A. Shah
10855 SW 72 St - Suite 20
Miami, FL 33173

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 29 day of July, 1996

Incorporator:



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DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 10855 SW 72 Street, Suite 20, Miami, FI 33173 has named Muhammad A. Shah, whose address is 10855 SW 72 Street, Suite 20, Miami, FI 33173, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Muhammad A. Shah

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TALLAHASSEE, FLORIDA

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Daisy Carrazana

June 03, 1997

Ms. Karen Gibson
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Reference: Prestige Finance Corp.
10855 SW 72 Street, Suite 20
Miami, Florida 33173
EIN 65-0683715

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TALLAHASSEE, FLORIDA

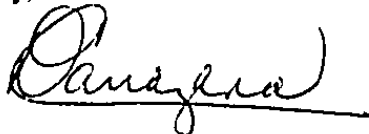
Dear Ms. Gibson,

Enclosed you will find an original Letter of Resignation from Corporation and copies of other letters of resignation which were mailed out immediately after above mentioned Letter was signed.

As stated in the other letters, I respectfully request that my name, social security number and affiliation be removed completely henceforth.

Ms. Gibson I really appreciate your immediate attention to this matter.

Sincerely,



Daisy Carrazana

11427 SW 32 Lane
Miami, Florida 33165
(305)220-3384 Home
(305)262-3737 Office

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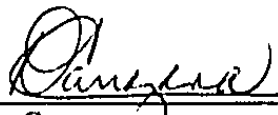
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Resignation of Shareholder and Officer from Corporation

Effective this date 9th of January, of 1997, I Daisy Carrazana am resigning my position as Vice- President and Secretary and transferring my 49 shares of the corporation of Prestige Finance Corp., 10855 SW 72 Street, Suite 20, Miami, Florida 33173, to Muhammad A. Shah current President and 51% share holder.

As of this date I will no longer be responsible or liable for any and all transactions, negotiations, or commitments made by this corporation.

Date: 1/9/97


Daisy Carrazana

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