



US SMALL BUSINESS SERVICES

A Division of US Small Businesses Financial Corporation-Atlanta, GA

For Businesses That Demand More...™

P96000099592

TRANSMITTAL LETTER

DECEMBER 2, 1996

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12/06/96-110020-0009
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

SUBJECT: US SMALL BUSINESS FINANCIAL CORPORATION

OUR FIRM IS ENCLOSING TWO ORIGINALS OF THE ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN THE AMOUNT OF \$70.00.

WE ARE REQUESTING ZERO CERTIFIED COPY(IES) OF THE ARTICLES OF INCORPORATION.

PLEASE RETURN ARTICLES OF INCORPORATION TO: MR. L. SCHMIDT, P.O. BOX 3347, HOLIDAY, FLORIDA 34690. THANK YOU.

SINCERELY,

L. PAUL SCHMIDT
INCORPORATOR
P.O. BOX 3347
HOLIDAY, FL 34690-0347
(813) 937-1414

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -6 PM 1:01

ENCLOSURES:

Handwritten signature/initials

EFFECTIVE DATE

12-01-97

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC -6 PM 1:01

US SMALL BUSINESS FINANCIAL CORPORATION

ARTICLE ONE

The name of the Corporation is US SMALL BUSINESS FINANCIAL CORPORATION.

ARTICLE TWO

The number of shares the corporation is authorized to issue is 1,000.

ARTICLE THREE

The street address of the initial registered office of the corporation is 1004 US Highway 19, Suite 202, Holiday, Pasco County, FL 34691 and the registered agent is L Paul Schmidt.

ARTICLE FOUR

The name and address of the incorporator is; L Paul Schmidt 1004US Highway 19, Suite 202, Holiday, FL 34691.

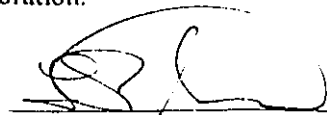
ARTICLE FIVE

The mailing address of the initial principal office of the corporation is; C/O US Small Business Services, P.O. Box 3347 Holiday, FL 34690.

ARTICLE SIX

This corporation will have an effective date of January 1, 1997, as per allowed by Florida incorporation law.

IN WITNESS WHEREOF, the undersign has executed these Articles of Incorporation.



Signature of Incorporator

12-1-96
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office - registered agent, in the State of Florida.


1. The name of the Corporation is:

US SMALL BUSINESS FINANCIAL CORPORATION

2. The name & address of the registered agent & office is:

L. Paul Schmidt
1004 US Highway, Suite 202
Pasco County, Holiday, FL 34691

Having Been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


L. Paul Schmidt

12-1-96
Date