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954-583-3183
ASSOCIATES FINANCIAL GROUP, COEP.
3907 NORTH FEDERAL HIGHWAY
SUITE 156
POMPANO, FLORIDA 33064

FAX 954-327-0585

DECEMBER 10, 1996

DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

FILED
96 DEC 17 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO WHOM IT MAY CONCERN:

ENCLOSED YOU WILL FIND ARTICLES OF INCORPORATION FOR ASSOCIATES
FINANCIAL. ALSO, THERE IS A MONEY ORDER ENCLOSED FOR \$130.00.

IF YOU COULD BE SO KIND TO SEND US BACK THE CERTIFICATE OF
INCORPORATION AND ANY OTHER NECESSARY PAPERS, WE WOULD GREATLY
APPRECIATE IT.

THANK YOU FOR YOUR HELP AND HAVE A VERY HAPPY, HOLIDAY SEASON.

RESPECTFULLY,

Frank Citrano D.T.

FRANK CITRANO

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-12/19/96--01078--011
****130.00 ****130.00

Debbie Tisi GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA PAGE
DATE 12-18-96
DOC. EXAM KR

12-18-96
KR

*ASSOCIATES FINANCIAL GROUP, CORP.
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SUITE 156
POMPANO, FLORIDA 33064*

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TALLAHASSEE, FLORIDA

DECEMBER 17, 1996

**KIM ROLFE
DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLAHASSEE, FLORIDA 32398**

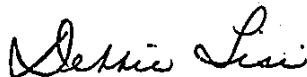
DEAR KIM,

I CERTAINLY HOPE I HAVE EVERYTHING RIGHT THIS TIME FOR YOU.

THANK YOU FOR YOUR TIME AND EFFORT IN HANDLING THIS MATTER FOR US.

HAVE A VERY HAPPY HOLIDAY AND A TERRIFIC NEW YEAR.

SIGNED,



DEBBIE TISI

**ARTICLES OF INCORPORATION
OF
ASSOCIATES FINANCIAL GROUP, CORP.**

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ARTICLE I - NAME:

The name of the corporation is:

ASSOCIATES FINANCIAL GROUP, CORP.

ARTICLE II - DURATION

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

ARTICLES III - PURPOSE

The general nature of the business and the objects and purposes to be transacted and carried on are to do any things allowed and permitted to be done by corporation under the statutes of the State of Florida, and to do any 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 concerning Financial Consulting and supply such services as are commonly done or supplied by a financial consulting firm.

(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 borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory note, bonds, debentures and other 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 company 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 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 of building material and supplies whatsoever; to make all manner 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 here in above specifically delegated or implied.

ARTICLE IV - 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 rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:

3907 N. Federal Hwy. #156 Pompano, FL 33064

and the name of the initial registered agent of this is:

Frank Citrano

The principal mailing address and registered office of the corporation are one and the same.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one directors initially. The number of directors may either increased or diminished from time to time by the by laws but shall never be less than one. The name and address of the initial director of this corporation is:

The name and address of the person signing these articles is:

Frank Citrano 3907 N. Federal Hwy. #156 Pompano, FL 33064

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

ARTICLE VII

The maximum number of shares of stock the corporation is authorized to have outstanding at any one time is 1,000 shares having \$1.00 par value.

ARTICLE VIII

The amount of capital with which this corporation shall begin business will not be less than \$500.00.

IN WITNESS WHEREFORE, the undersigned subscriber has executed these Articles of Incorporation, this 10th day of December, 1996.

STATE OF FLORIDA :

Frank Citano

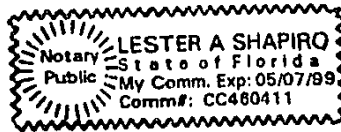
COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared, 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 10th day of December of 1996.

Lester A. Shapiro
Notary Public - State of Florida

KNOWN TO ME



ACCEPTANCE OF REGISTERED AGENT

I, Frank Citrano, do hereby accept my appointment as registered agent to Associates
Financial GROUP, CORP.. I am familiar with all of it's responsibilities and
privileges and accept them.

Frank Citrano

Frank Citrano -Director December 10, 1996
Registered Agent

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96 DEC 17 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA