21195



ACCOUNT NO. : 072100000032

REFERENCE: 285329

10035A

AUTHORIZATION :

COST LIMIT :

ORDER DATE: March 7, 1997

ORDER TIME : 10:15 AM

ORDER NO. : 285329-005

-200002107312--5

CUSTOMER NO: 10035A

CUSTOMER: Louis Pleeter, Esq

LOUIS J. PLEETER, ESQ

Suite 236 West 2255 Glades Road Boca Raton, FL 33431

DOMESTIC FILING

NAME:

PRESTIGE CAPITAL FUNDING GROUP

INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

_ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

K.R. MAR - 7 1997

ARTICLES OF INCORPORATION

OF

PRESTIGE CAPITAL FUNDING GROUP, INC.



The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be:

PRESTIGE CAPITAL FUNDING GROUP, INC.

The address of the principal office of this corporation shall be
2255 Glades Road, #236-W, Boca Raton, Florida 33431, and the
mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 2255 Glades Road, Suite 236-W, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation at that address is LOUIS J. PLEETER, ESQ.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

LOUIS J. PLEETER, ESQ. 2255 Glades Road, Suite 236-W Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 5th day of March, 1997.

(SEAL)

ACCEPTANCE BY REGISTERED AGENT

Having been named 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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Louis J. Pleeter

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SECONDARY SEED TALLARIES