

P970000021620

3/4/97

INE

The Office Alternative

Requestor's Name

3191 coral way #115

Address

MIAMI FL 33145

City

State

ZIP

Phone

446-1145A

VALIDATION ONLY

97 MAR 10 PM 2:59

FILED

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****367.50 ****122.50

CORPORATION(S) NAME

SPS FUNDING corp.



Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Certificate Under Seal	
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

MAR 10 1997

CERTIFIED COPY

W-5142



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1997

EMPIRE

TALL, FL 32301

SUBJECT: SPS FUNDING CORP
Ref. Number: W97000005142

We have received your document for SPS FUNDING CORP and your check(s) totaling \$367.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide complete business street addresses for the directors, officers and incorporators.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 097A00011328

RECEIVED
57 MAR 10 AM 10:40
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
SPS Funding Corp.

FILED
97 MAR 10 PM 2:59
MAR 10 1997
FLORIDA

ARTICLE I- NAME

The name of this corporation is SPS Funding Corp.

The principal office mailing address is 1420 Ocean Dr. #3G
Miami Beach, FL. 33139

ARTICLE II-DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 20,000,000 shares of .001 (\$) par value stock which shall be designated "COMMON SHARES".

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

The street address of the initial registered office of this corporation is 1420 Ocean Dr. #3G Miami Beach, Fl. 33139, and the name of the initial registered agent of this corporation at that address is Spencer Saffran

ARTICLE VII- INITIALS BOARD OF DIRECTORS

One

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

Spencer Saffran 1420 Ocean Dr. #3g Miami Beach, FL.
33139

ARTICLE VIII- INCORPORATOR

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

1420 Ocean Dr. #3G

Miami Beach, FL. 33139

ARTICLE IX- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X- CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth (1/10) of all of the shares entitled to vote at the meeting.

ARTICLE XI-SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall constitute the act of the shareholders.

ARTICLE XII- APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required law.

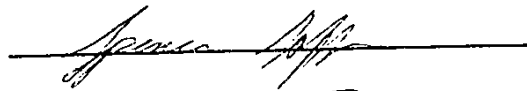
ARTICLE XIII-INDEMNIFICATION

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

ARTICLE XIV-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.



Incorporator/Registered Agent

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TALLAHASSEE, FLORIDA