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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: CAPITAL ONE FUNDING, INC.

AUDIT NUMBER.....H97000006202

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CAPITAL ONE FUNDING, INC.

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ARTICLE I

The name of the corporation is CAPITAL ONE FUNDING, INC.

ARTICLE II

This corporation shall be perpetual commencing with the filing of these Articles.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

A. Pursue its purposes and business in any and all locations, foreign and domestic.

B. Acquire, own, hold, develop, deal in and with, maintain and operate, in unlimited fashion, such real and personal property of every kind and description within and without the State of Florida.

C. Buy and sell real and personal property of any nature whatsoever.

D. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise deal with any property.

E. Import and export wares, goods and merchandise of any nature whatsoever.

F. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.

G. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.

H. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

Prepared by:
Mark D. Kaufman, Esq.
2754 W. Oakland Park Blvd.
Oakland Park, FL 33311
(954) 777-9900
FL. Bar No.: 987387

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I. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

J. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporation.

K. Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV

The total number of shares of capital stock which the corporation shall be authorized to issue is One Hundred (100) shares of common stock having a par value of \$1.00 per share.

ARTICLE V

The amount of capital which the corporation will begin its operations is not less than \$500.00.

ARTICLE VI

The initial street address of the corporation's principal office is 2420 Treasure Isle Drive, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at such address is Carol Lentz.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the by-laws, but shall never be less than one. The names and address of the initial directors of this corporation is:

Carol Lentz

2420 Treasure Isle Dr.
Palm Beach Gardens, FL 33410

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ARTICLE VIII

The name and address of the person signing these Articles of Incorporation as subscriber is:

Carol Lentz
2420 Treasure Isle Dr.
Palm Beach Gardens, FL 33410

ARTICLE IX

The corporation shall have the power and authority to indemnify any officer or any shareholder or any former officer or shareholder to the fullest extent permitted by law.

ARTICLE X

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders in proportion to the number of shares of stock in the corporation which each shareholder then owns.

ARTICLE XI

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

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, has executed these Articles of Incorporation at OAKLAND PARK (city), BROWARD County, Florida, on this 29th day of MARCH, 1997.

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Carol Lentz
Carol Lentz
2420 Treasure Isle Dr.
Palm Beach Gardens, FL 33410
(561) 691-1519

STATE OF FLORIDA)
COUNTY OF BROWARD) SS.:

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared Carol Lentz, known to me or produced FL Driver License for identification and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of MARCH, 1997.

James E. McInnes, Jr.
Notary Public, State of Florida

My commission expires:



James E. McInnes, Jr.
MY COMMISSION # 0043297 EXPIRES
February 2, 1998
ORDERED THRU TONY PAUL BROWARD, INC.

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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That CAPITAL ONE FUNDING, INC. desiring to organize or qualify
under the laws of the State of Florida has named Carol Lentz, as
its registered agent to accept service of process within Florida,
at 2420 Treasure Isle Dr., Palm Beach Gardens, Florida 33410,
which address is also designated as the initial registered office
of the corporation first mentioned above.

Carol Lentz
Carol Lentz
Registered Agent

Date: 3-28-97

Having been named registered agent to accept service of
process for the above stated corporation, at the place designated
in the certificate, I, Carol Lentz, hereby agree to act in that
capacity and further agree to comply with the provisions of all
statutes relative to the proper and complete performance of such
duties.

Carol Lentz
Carol Lentz

Date: 3-28-97

STATE OF FLORIDA)
)
COUNTY OF DELRAND)


SS.1

BEFORE ME, a notary public authorized to take acknowledgments
in the State and County aforesaid, personally appeared Carol Lentz,
known to me or produced FL Drivers License for
identification and known by me to be the person who executed the

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foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of MARCH, 1997.


Notary Public, State of Florida

My commission expires:



James E. Robinson, Jr.
MY COMMISSION # C043370 EXPIRES
February 8, 1998
ROMERO TRUSTEY FIRM INCORPORATED, INC.

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TALLAHASSEE, FLORIDA

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