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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: COMMERCE FINANCIAL FUNDING, INC.

AUDIT NUMBER.....H97000008419

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

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ARTICLES OF INCORPORATION
OF

COMMERCE FINANCIAL FUNDING, INC.

The undersigned files these Articles of Incorporation in order to form a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation shall be COMMERCE FINANCIAL FUNDING, INC. The existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

ARTICLE II

The corporation is being organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the laws of the United States.

ARTICLES III

The authorized capital of this corporation shall consist of Ten Thousand Shares of common stock with par value of One (\$1.00) Dollar per share. All of the Stock will be payable in cash, real or personal property, or labor or services in lieu of cash, the valuation of any of the above to be fixed by the board of directors of this corporation.

ARTICLE IV

The address of the initial principal office and the name and address of it's registered agent shall be as follows:

JOHN AMENNEIRO, SR.
3100 NORTH OCEAN DR.
SUITE 111
ISLAND BEACH RESORT
SINGER ISLAND, FL 33404

ARTICLE V

The initial board of directors of the corporation shall be composed of one person. The name and address of this corporation's directors are as follows:

JOHN AMENNEIRO, SR.
3100 NORTH OCEAN DR.
SUITE 111
ISLAND BEACH RESORT
SINGER ISLAND, FL 33404

ARTICLE VI

The name and address of the incorporator of this corporation is:

JOHN AMENNEIRO, SR.
3100 NORTH OCEAN DR.
SUITE 111
ISLAND BEACH RESORT
SINGER ISLAND, FL 33404
1940 S.W. 83RD AVE
MIAMI, FL 33155

H97-8419

PREPARED BY:
ACE INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33136
305-558-8871

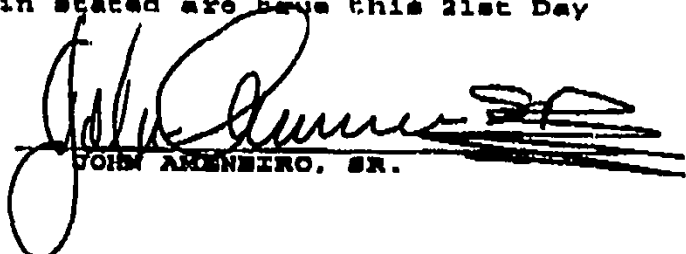
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CORPORATION DIVISION

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ARTICLE VII

The corporation, by duly adopted action of the board of directors, may indemnify and insure its officers and directors to the extent now or hereafter, permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, pursuant to the laws of the State of Florida, does hereby execute and file these Articles, declares and certifies that the factors herein stated are true this 21st Day of May, 1997.


JOHN AMENEIRO, SR.

STATE OF FLORIDA)
COUNTY OF DATE)

Before me, a notary public authorized to take acknowledgements in the State and County above named, personally appeared JOHN AMENEIRO, SR., known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of May, 1997.



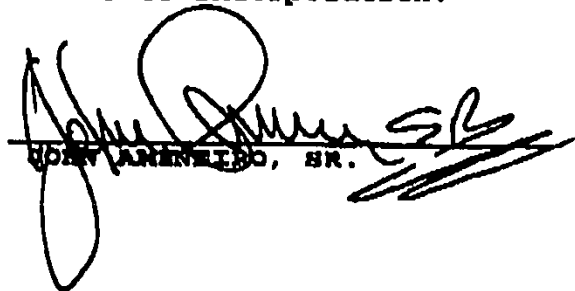
MAYRA COLLADO
MY COMMISSION # 00000116 EXPIRES
July 9, 1997
BONDED THREE THOUSAND DOLLARS, NGL


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Incorporation.


JOHN AMENEIRO, SR.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 22 10:00 AM

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