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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: FIRST CITY FUNDING CORP.

AUDIT NUMBER.....H97000010553

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

CERT. OF STATUS..0

PAGES..... 4

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DIVISION OF CORPORATIONS  
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6-27-97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 26, 1997

EMPIRE

SUBJECT: FIRST CITY FUNDING CORP.  
REF: W97000014925

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Beth Register  
Corporate Specialist Supervisor

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ARTICLES OF INCORPORATION  
OF  
FIRST CITY FUNDING CORP.

97 JUN 26 AM 7:43

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is FIRST CITY FUNDING CORP.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America, and of this State.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital common stock authorized to be issued by the Corporation will be two thousand (2000) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of common stock will entitle the holder thereof to one (1) vote at any meeting of stockholders.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. ADDRESS

The street address of the initial registered office and corporate office of this corporation is address 2600 Douglas Road, Suite 911, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is ROY R. LUSTIG, P.A..

The Board of Directors may from time to time move the principal office to any other address in Florida.

Prepared by: Roy R. Lustig, Esq.  
Fla. Bar No. 270080  
2600 Douglas Road, Suite 911  
Coral Gables, Florida 33134  
(305) 442-1731

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ARTICLE VI. DIRECTORS

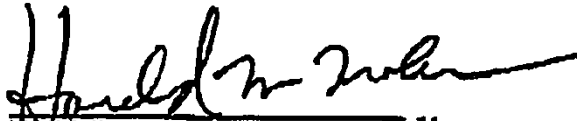
This corporation shall initially have one director. The number of directors may be either increased or diminished from time to time by the By Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

HAROLD M. MALIN  
2600 Douglas Road  
Suite 911 - Douglas Centre  
Coral Gables, Florida 33134

ARTICLE VII. SUBSCRIBERS

The name and street address of each person signing these Articles of Incorporation as a subscriber is: Harold M. Malin, 2600 Douglas Road, Suite 911 - Douglas Centre, Suite 911 Coral Gables, Florida 33139.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of June, 1997.

  
HAROLD M. MALIN

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation,  
organized under the laws of the State of Florida, submits the following statement in  
designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is FIRST CITY FUNDING CORP.
2. The name of the registered agent is ROY R. LUSTIG.
3. The address of the registered agent/registered office is 2600 Douglas  
Road, Suite 911, Coral Gables, Florida 33134.

**ACCEPTANCE**

Having been named as registered agent and designated to accept service of process  
for the above corporation, I hereby accept the appointment as registered agent and agree  
to act in this capacity. I further agree to comply with the provisions of all statutes  
relating to the proper and complete performance of my duties, and I am familiar with  
and accept the obligations of my position as registered agent.

By:   
ROY R. LUSTIG

6:00 PM First City Funding Corp. Inc

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