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9/24/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
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NAME: PROFESSIONAL FINANCE CORP.

AUDIT NUMBER.....H97000015873

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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**ARTICLES OF INCORPORATION**  
**OF**  
**PROFESSIONAL FINANCE CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: PROFESSIONAL FINANCE CORP.

The principal place of business of this corporation shall be:

10000 S.W. 56th Street, #38 Miami, Florida 33165

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares at \$1.00 Par Value.

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

V/PRESIDENT: Marcos Antonio Alvarez      10000 S.W. 56th St., #38  
Miami, Fl 33165

PRESIDENT: Mary Agnes Ferran      10000 S.W. 56th St., #38  
Miami, Fl 33165

Prepared by: Mary Agnes Ferran  
10000 S.W. 56th St., #38  
Miami, Fl 33165  
(305) 279-1159

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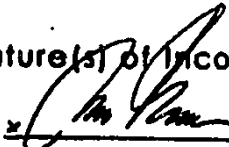
**ARTICLE VI INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is(are):

Mary Agnes Ferran 10000 S.W. 56th St., #38  
Miami, Fl 33165

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 24th day of September, 1997.

Signature(s) of Incorporator(s)

  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, 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:

PROFESSIONAL FINANCE CORP.

2. The name and address of the registered agent and office is:

Mary Agnes Ferran 10000 S.W. 56th St., #38

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33165

(CITY/STATE/ZIP)

SIGNATURE 

TITLE PRESIDENT

DATE 09/24/97

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE 09/24/97

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