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ACCOUNT NO. : 072100000032

REFERENCE : 557822 132549A

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 70.00

ORDER DATE : October 8, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 557822-005

CUSTOMER NO: 132549A

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CUSTOMER: David Wolis, Esq
NEMSER & WOLIS, P.A.

Suite 204a
18999 Biscayne Blvd.
North Miami Bch, FL 33180

DOMESTIC FILING

NAME: A-1 CAPITAL FUNDING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: _____

FILED
97 OCT - 8 PM 1:32
TALLAHASSEE, FLORIDA

57 OCT - 8 7:11:57

SN OCT - 8 1997

**ARTICLES OF INCORPORATION
OF
A-1 CAPITAL FUNDING, INC.**

FILED

97 OCT -8 PM 1:32

The undersigned incorporator hereby forms a corporation under Chapter 607, of the
laws of the State of Florida. SECTION 607, FLORIDA STATUTES

ARTICLE I. NAME

The name of the corporation shall be:

A-1 CAPITAL FUNDING, INC.

The address of the principal office of this corporation shall be 1698 Jefferson Avenue,
Suite 11, Miami Beach, FL 33139, and the mailing address of the corporation shall be
1698 Jefferson Avenue, Suite 11, Miami Beach, FL 33139.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any and all activities and businesses 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 maximum number of shares of stock that this corporation is authorized to have
outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per
share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1698 Jefferson
Avenue, Suite 11, Miami Beach, FL 33139, and the name of the initial registered agent of
the corporation at that address is John Sarji.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

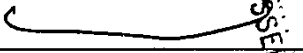
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

John Sarji
1698 Jefferson Avenue, Suite 11
Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned agent of John Sarji, has hereunto set their hand and seal of John Sarji on October 7, 1997.

JOHN SARJI


By: 
John Sarji

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97 OCT - 8 PM 1:32
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

John Sarji, an individual authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

John Sarji

By: 
John Sarji