

Oct-08-97 01:34 Fernand Lamothe C.A.

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FLORIDA DIVISION OF CORPORATIONS

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FROM: FERNAND LAMOTHE, INC.
105057001570
CONTACT: FERNAND LAMOTHE
PHONE: (954)768-9548
(954)768-9775

ACCT#:

FAX #:

NAME: NATIONAL FACTORING SERVICES INC.
AUDIT NUMBER.....H97000016746
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FAX AUDIT # H97000016746

ARTICLES OF INCORPORATION
OF
NATIONAL FACTORING SERVICES INC.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be "National Factoring Services Inc."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 721, S.E. 17th Street, Fort Lauderdale, Florida, 33316

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, par value \$1.00 per share.

ARTICLE IV PURPOSE

The Corporation may engage or transact in 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.

Fernand Lamothe
721 S.E. 17th Street
Fort Lauderdale, Fl. 33316
(954) 788-9548

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TALLAHASSEE, FLORIDA

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Fernand Lamothe,
721 S.E 17Th Street, Fort Lauderdale, Florida 33316.

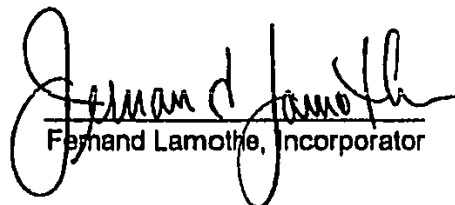
ARTICLE VI INCORPORATOR

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

Fernand Lamothe
721 S.E 17Th Street.
Fort Lauderdale, Florida 33316

The Corporation shall have two (2) director initially. The number of directors
may be either increased or decreased from time to time as provided in the Bylaws
of the Corporation, but shall never be less than one (1). The name and address of
the initial Director is André Larabie, 12 Du Sommet, Gatineau, Québec, Canada
as President, and Thomas Vajen 1030 Woodlane Drive NE, Lancaster, Ohio 43130
as secretary-Treasurer.

The undersigned has executed these Articles of Incorporation this 8th days
of October, 1997.


Fernand Lamothe, Incorporator

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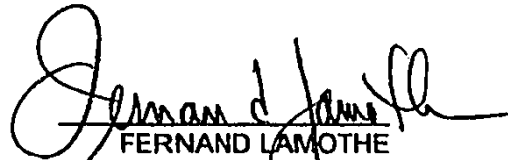
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CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: October 8th, 1997


FERNAND LAMOTHE
Registered Agent

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