P970000 90889

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Fidelity Lending Corporation

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

   $78.50 (filing fee and certificate)

FROM: **Todd Talbott**
         1177 George Bush Blvd Suite 203
         Delray Beach, FL 33483
         561.477.3859

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97 OCT 17 AM 8: 06
DIVISION OF CORPORATIONS

FILED
97 OCT 17 PH 12: 50
SECRETARY STATE
TALLAHASSEE, FLORIDA

Dmc
10/22/97

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose 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: **Fidelity Lending Corporation**

ARTICLE II   PRINCIPLE OFFICE
The principle place of business of this corporation shall be: **1177 George Bush Blvd Suite 203
Delray Beach, FL 33483**

The mailing address of this corporation shall be: **14545J Military Trail Box 117
Delray Beach, FL 33484**

ARTICLE III   SHARES
The number of shares of stock that this corporation is
authorized to have outstanding at any one time is: **100,000**

ARTICLE IV   INITIAL REGISTERED AGENT AND STREET ADDRESS
The name and Florida street address of the initial
registered agent are: **Todd Talbott
1177 George Bush Blvd Suite 203
Delray Beach, FL 33483**

ARTICLE V   INCORPORATOR
The name and address of the incorporator to these
Articles of Incorporation are: **Todd Talbott
1177 George Bush Blvd Suite 203
Delray Beach, FL 33483**

_____   _10.11.97_
Signature/Incorporator   Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

_____   _10.11.97_
Signature/Registered Agent   Date