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AME: BRITANIA FINANCIAL CORP.

AUDIT NUMBER.....H97000019827

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 12/3/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BRITANIA FINANCIAL CORP.
REF: W97000026901

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Articles Of Incorporation

of

Britania Financial Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is: Britania Financial Corp.

ARTICLE II- NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America and the Laws of the State of Florida

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

THIS INSTRUMENT PREPARED BY:
GIGI J. TANGHE
13701 N.E. 1 AVENUE
MIAMI, FLORIDA 33161
FLORIDA BAR NUMBER: 0062987
PHONE: (305) 439-1777

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B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is Twenty Million (20,000,000) Shares of \$.0001 par value, the consideration to be paid for each share shall be \$.0001.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not

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less than TWO THOUSAND DOLLARS AND NO CENTS (\$2,000.00).

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the registered agent of this Corporation is: 2519 S.E. 10 Street, Pompano Beach, Florida 33062 and the name of the initial registered agent of this Corporation is Gregory Silverman. The address of the corporation is 2519 S.E. 10 Street, Pompano Beach, Florida 33062.

ARTICLE VII

This Corporation shall have at least one (1) director. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors is:

NAME AND ADDRESS

Gregory Silverman	2519 S.E. 10 Street, Pompano Beach, Florida 33062
Mark G. Ross Jr.	2519 S.E. 10 Street, Pompano Beach, Florida 33062

ARTICLE IX-Indemnification of Officers and Directors

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Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misteasance or malfeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE X - INCORPORATOR

The name and post office address of the incorporator of these Articles of Incorporation is:

NAME AND ADDRESS

Gregory Silverman 2519 S.E. 10 Street, Pompano Beach, Florida 33062

ARTICLE XI - AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to

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the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the subscribing incorporator has hereto set his hands and seals, and caused these Articles of Incorporation to be executed this 1st day of December, 1997.


Gregory Silverman

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: FIRST - THAT BRITANIA FINANCIAL CORP., DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH
IT'S PRINCIPAL PLACE OF BUSINESS AT 2519 S.E. 10 STREET, POMPANO BEACH,
FLORIDA 33062, COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED
GREGORY SILVERMAN, 2519 S.E. 10 STREET, POMPANO BEACH, FLORIDA 33062,
AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

GREGORY SILVERMAN

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.

GREGORY SILVERMAN

SIGNATURE: 

DATE: 12-1-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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