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LAW OFFICES OF

Jeffrey Paine P.A.

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December 12, 1997

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****122.50 ****122.50

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

Re: U.S. CAPITAL FUNDING, INC.

Dear Sir or Madam:

In connection with the above corporations, enclosed please find an original and two copies of Articles of Incorporation, along with my check in the amount of \$122.50.

Please provide the undersigned with a date stamped copy of the filed Articles of Incorporation.

Should you have any questions, please do not hesitate to contact the undersigned. Thank you.

Sincerely yours,

Jeffrey Paine

Enclosures

FILED
97 DEC 22 PM 3:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BOCA OFFICE:

1200 FEDERAL HIGHWAY • SUITE 200 • BOCA RATON, FLORIDA 33432 • (561)368-2040

Wm
12-22-97

**ARTICLES OF INCORPORATION OF
U.S. CAPITAL FUNDING, INC.**

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:

U.S. CAPITAL FUNDING, INC.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4889 LAKE WORTH ROAD, SUITE 112, LAKE WORTH, FL 33463

ARTICLE V - DIRECTORS

The names and street addresses of the initial directors are:

NAME	ADDRESS
Raphael Raymond Levy	4889 Lake Worth Road Suite 112 Lake Worth, FL 33463

ARTICLE VI - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of Class A common voting stock at \$1.00 par value per share.

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ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JEFFREY PAINE, ESQ.
500 S.Australian Avenue
Suite 120
West Palm Beach, FL 33401

ARTICLE VIII - INCORPORATOR

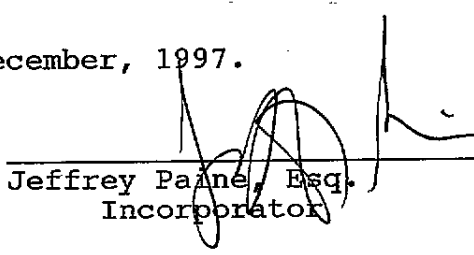
The name and street address of the incorporator to these Articles of Incorporation is:

JEFFREY PAINE, ESQ.
500 S.Australian Avenue
Suite 120
West Palm Beach, FL 33401

ARTICLE IX - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the shareholders at any meeting.

Dated this 12 day of December, 1997.

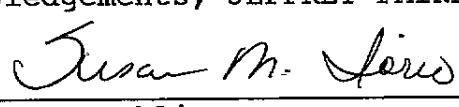


Jeffrey Paine, Esq.
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that on this 12th day of December, 1997, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, JEFFREY PAINE, ESQ., who is well known to me.



Notary Public

My Commission Expires
(SEAL)



Susan M. Iorio
MY COMMISSION # CC546803 EXPIRES
April 10, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

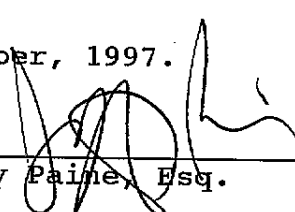
The following is submitted pursuant to Section 48.09(1) and Section 607.034, Florida Statutes.

AMERICAN BENEFITS SERVICES, INC. desiring to organize under the laws of the State of Florida, has named JEFFREY PAINE, ESQ., with offices at 500 S. Australian Avenue, Suite 120, West Palm Beach, FL 33401, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the above stated office within this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post herein a sign designating the name of the corporation and the name of its registered agent.

Dated this 12 day of December, 1997.



Jeffrey Paine, Esq.

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TALLAHASSEE, FLORIDA