



ACCOUNT NO. : 072100000032

REFERENCE : 695377 129153A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 70.00

ORDER DATE : February 5, 1998

ORDER TIME : 10:36 AM

ORDER NO. : 695377-005

CUSTOMER NO: 129153A

CUSTOMER: Carolyn E. Moore, Legal Asst. 100002422451--0  
JAMES R. MEROLA, P.A.

Suite 204  
11380 Prosperity Farms Road  
Palm Beach Grds, FL 33410

DOMESTIC FILING

NAME: USA LOAN CORPORATION

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: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -5 PM 12:26

RECEIVED  
98 FEB 5 AM 11:31  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF

USA LOAN CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -5 PM 12:26

The undersigned hereby makes, subscribes, acknowledges, and files these Articles of Incorporation for the purpose of forming a corporation under the Laws of the State of Florida.

ARTICLE I  
NAME AND ADDRESS

The name of the Corporation shall be USA LOAN CORPORATION, and the principal place of business shall be Suite 201, 3650 North Federal Highway, Pompano Beach, Florida, 33064.

ARTICLE II  
DURATION

This Corporation shall exist in perpetuity.

ARTICLE III  
PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the Laws of the State of Florida or of the United States of America.

ARTICLE IV  
CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) Shares of Capital Stock with a par value of One and No/100 (\$1.00) Dollars per Share.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address in this State of the initial registered office of the Corporation is Suite 204, 11380 Prosperity Farms Road, Palm Beach Gardens, Florida, 33410, and the name of the initial Registered Agent is JAMES R. MEROLA.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members. The number of Directors may be increased or decreased from time to time by the By-

Laws but shall never be less than one (1) nor more than nine (9). The names and addresses of the initial Directors are: .....

SCOTT T. KIMMEL  
Suite 201  
3650 North Federal Highway  
Pompano Beach, Florida 33064

GERALD A. WISEBERG  
19090 Cloister Lake Lane  
Boca Raton, Florida 33498

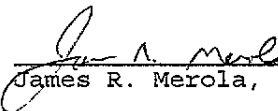
STEPHEN EGAN  
Apartment 506  
5600 Poinsettia Avenue  
West Palm Beach, Florida 33407

ARTICLE VII  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: .....

JAMES R. MEROLA  
Suite 204  
11380 Prosperity Farms Road  
Palm Beach Gardens, Florida 33410

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 4<sup>th</sup> day of February, 1998.

  
James R. Merola, Incorporator

STATE OF FLORIDA           )  
COUNTY OF PALM BEACH   )

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of February, 1998, by JAMES R. MEROLA, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
(print name)

Notary Public, State of Florida  
My Commission Expires:



CAROLYN E. MOORE  
MY COMMISSION # CC342429 EXPIRES  
February 13, 1998  
BONDED THRU TRACY FAIR INSURANCE, INC.

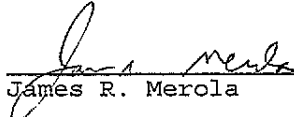
CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS  
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, USA LOAN CORPORATION, desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, at Palm Beach County, Florida, has named JAMES R. MEROLA, Suite 204, 11380 Prosperity Farms Road, Palm Beach Gardens, Florida, 33410, as its Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated by this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
James R. Merola

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -5 PM 12:26