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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NET FACTORING, INC.
AUDIT NUMBER.....H98000003738
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ARTICLES OF INCORPORATION

OF

NET FACTORING, INC.

ARTICLE I - NAME

The name of this corporation is:

NET FACTORING, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 5432 N.W. 1ST. AVENUE, FT. LAUDERDALE, FLORIDA 33309 and registered office of the corporation is BARNETT BANK TOWER, PENTHOUSE A, 2929 EAST COMMERCIAL BOULEVARD, FT. LAUDERDALE, FLORIDA 33308, BROWARD COUNTY and the name of the initial Registered Agent of the corporation is JOSEPH A. VECCHIO, JR.

Joseph A. Vecchio, Jr.
BEGGS & VECCHIO
ATTORNEYS AT LAW
Barnett Bank Tower
Penthouse Suite A
2929 E. Commercial Blvd.
Ft. Lauderdale, Florida 33308
PH: 305 772 5132
Fla. Bar 158848

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 DIRECTORS initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

NAME	ADDRESS
STEVEN BARTH	5432 N.W. 1ST. AVE. FT. LAUDERDALE, FL. 33309
CHARLOTTE KABACK	5432 N.W. 1ST. AVE. FT. LAUDERDALE, FL. 33309

ARTICLE VIII - OFFICERS

The names and addresses of the officers of the corporation until the election at the first annual election of officers and their qualification are as follows:

NAME	ADDRESS	OFFICE
STEVEN BARTH	5432 N.W. 1ST. AVE. FT. LAUDERDALE, FL. 33309	PRESIDENT
CHARLOTTE KABACK	5432 N.W. 1ST. AVE. FT. LAUDERDALE, FL. 33309	SECRETARY

ARTICLE IX - INCORPORATION

The names and addresses of the person signing these Articles is:

NAME	ADDRESS
JOSEPH A. VECCHIO	2929 E. COMMERCIAL BLVD. BARNETT BANK TOWER - PH. A FT. LAUDERDALE, FLA. 33308

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


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ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24TH. DAY OF FEBRUARY 1998.


SUBSCRIBER
JOSEPH A. VECCHIO, JR.

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JOSEPH A. VECCHIO, JR., to me known to be the person described in and has produced a drivers license as identification, who did take an oath, and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24TH. DAY OF FEBRUARY 1998.


NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES:



Janice L. Rudolph
MY COMMISSION # 00581058 EXPIRES
October 23, 2000
BONDED THROUGH FARM INSURANCE, INC.

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

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

That NET FACTORING, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of FT. LAUDERDALE, BROWARD COUNTY, FLORIDA has named JOSEPH A. VECCHIO, JR. located at 2929 E. COMMERCIAL BLVD., BARNETT BANK TOWER, PENTHOUSE SUITE A, FT. LAUDERDALE, FLORIDA 33308 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in 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.

BY: 

REGISTERED AGENT

JOSEPH A. VECCHIO, JR.

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