



THE UNITED STATES
CORPORATION
COMPANY

P98000033178

ACCOUNT NO. : 072100000032

REFERENCE : 777287 7132946

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 10, 1998

ORDER TIME : 10:55 AM

ORDER NO. : 777287-005

CUSTOMER NO: 7132946

CUSTOMER: Mr. Phil Gross
RUBIN BALOGH & GROSS

777 Arthur Godfrey Road
4th Floor
Miami, FL 33140

DOMESTIC FILING

NAME: LOAN ACQUISITION CORPORATION

EFFECTIVE DATE:

8000002484918--6
-04/10/98--01056--001
*****70.00 *****70.00

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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 12:25

RECEIVED
98 APR 10 AM 11:20
DIVISION OF CORPORATION

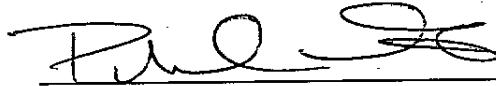
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
LOAN ACQUISITION CORPORATION

THE UNDERSIGNED incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is Loan Acquisition Corporation(the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 777 Arthur Godfrey Road, 4th Floor, Miami Beach, Florida 33140.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 777 Arthur Godfrey Road, 4th Floor, Miami Beach, Florida 33140, and the registered agent at that address is: Robert Balogh.
- FIFTH:** The name and address of the incorporator of the Corporation is: Philip Gross, Esq., 777 Arthur Godfrey Road, 4th Floor, Miami Beach, Florida 33140.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws of the Corporation but shall never be less than one. The name and address of the initial director of the Corporation is: Mark Rubin.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0909 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisition.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 9 day of April, 1998.

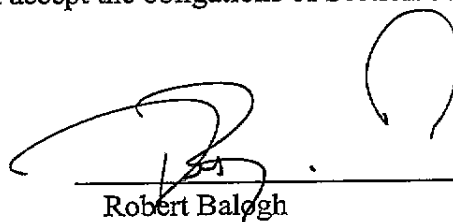
A handwritten signature in black ink, appearing to read 'Philip Gross', written over a horizontal line.

Incorporator: Philip Gross, Esquire

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

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DIVISION OF CORPORATIONS
98 APR 10 PM 12:25

I hereby accept the appointment as a registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Robert Balogh