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ERROL C. SAINT AUBYN HANSON
3076 OLD STILL LANE
WESTON, FLORIDA 33331

May 20, 1998

Secretary of State
Corporation Division
Executive Towers
Tallahassee, FL 32304

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of ALL-WYNS INTERNATIONAL FUNDING & LEASING. Please file these with the appropriate authorities. I have enclosed a check to cover the filing costs and fees.

If you have any questions or should you require any further information, please contact me at the address above.

Sincerely,



ERROL C. SAINT AUBYN HANSON

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98 MAY 26 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Articles of Incorporation
of
ALL-WYNS INTERNATIONAL FUNDING & LEASING CORP.**

**I.
Name**

The name of the Corporation is ALL-WYNS INTERNATIONAL FUNDING & LEASING CORP., hereinafter referred to as the "Corporation."

**II.
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.
Principal Office and Registered Agent**

The principal office of the Corporation is 9000 SHERIDAN ST. # 108, PEMBROKE PINES, FLORIDA 33024. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is ERROL C. SAINT AUBYN HANSON, 3076 OLD STILL LANE, WESTON, FLORIDA 33331.

**IV.
Duration**

The duration of the Corporation shall be perpetual.

**V.
Initial Business**

The initial business of the Corporation shall be: ^{SECURING.} Funding & leasing and any legal activity.

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VI.
Capital Stock

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 10,000,000, each share to have a par value of \$.10. (cents)

VII.
Incorporators

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
ERROL C. SAINT AUBYN HANSON	3076 OLD STILL LANE WESTON FL. 33331.
MARLENE E. HANSON	3076 OLD STILL LANE WESTON FL. 33331.

VIII.
Directors

The number of directors constituting the initial Board of Directors of the Corporation is: 2 (TWO). The name(s) and address(es) of the person(s) who is/are appointed to act as the initial director(s) of the Corporation is/are:

<u>Director Name</u>	<u>Director Address</u>
ERROL C. SAINT AUBYN HANSON	3076 OLD STILL LANE WESTON FL. 33331.
MARLENE E. HANSON	3076 OLD STILL LANE WESTON FL. 33331

IX.
No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

X.
Operating Provisions

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

XI.
Fiscal Year

XII.
Registered Agent

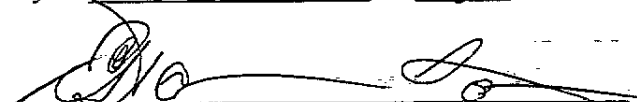
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

5/17/98
Date

The fiscal year of the Corporation shall be from January 1st, to December 31st, of each year.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 17TH day of MAY, 1998.


Make E. Hansen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of FLORIDA

County of BROWARD

BEFORE ME, the undersigned authority, on this day personally appeared ERROL C. SAINT AUBYN HANSON, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 17TH day of MAY, 1998.

Barbara Hanson Evans
Notary Public in and for the
State of Florida

My Commission Expires:
BARBARA HANSON-EVANS
MY COMMISSION # CC425328 EXPIRES
December 15, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

State of FLORIDA

County of BROWARD

BEFORE ME, the undersigned authority, on this day personally appeared MARLENE E. HANSON, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 17TH day of MAY, 1998.

Barbara Hanson Evans
Notary Public in and for the
State of Florida

My Commission Expires:
BARBARA HANSON-EVANS
MY COMMISSION # CC426328 EXPIRES
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