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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: AMERICAN CAPITAL CREDIT INC.

AUDIT NUMBER.....H98000010051

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE FLORIDA

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06/01/98 06:50 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1998

FAS-T CORP AGENTS INC

SUBJECT: AMERICAN CAPITAL CREDIT INC.
REF: W98000012352

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE CLARIFY IF A NON-PROFIT OR PROFIT CORPORATION ..NON-PROFIT CANNOT HAVE STOCK..

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H98000010051
Letter Number: 498A00030459

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

AMERICAN CAPITAL CREDIT INC.

The principal place of business of this Corporation shall be:

7041 Grand National Drive, Suite 101
Orlando, FL 32819

ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

PREPARED BY: BARRY N. BRUMER
1055 N. Dixie Freeway, Suite 4
New Smyrna Beach, Fl. 32168
(407) 363-2900

ARTICLE VI - DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than two.

ARTICLE VII - STOCK SUBSCRIBERS

The name and address of the stock subscribers are:

NAME: Kamran Ameri
ADDRESS: 7041 Grand National Drive, Suite 101
Orlando, FL 32819

ARTICLE VIII - OFFICERS

The name and address of each Officer of this Corporation, and their offices in the Corporation are:

NAME: Kamran Ameri
POSITION: President

NAME: Hamid Ameri
POSITION: Vice-President

NAME: Diane Labao
POSITION: Treasurer/Secretary

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to them by the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain amendment to these Articles of Incorporation be made.

ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.

ARTICLE XI - REGISTERED AGENT

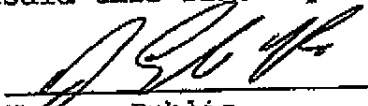
The initial registered agent, for notices and service of process, is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.


Barry N. Brumer, Esquire

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 21st day of May, 1998.



Notary Public
State of Florida at Large
My Commission Expires:

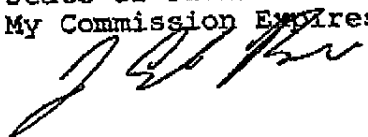
NOTARY PUBLIC STATE OF FLORIDA
JO ELLEN BRUMER
COMMISSION # CC887388
EXPIRES 7/28/2001
BONDED THRU ASA 1-888-NOTARY

ACCEPTANCE BY REGISTERED AGENT

Barry N. Brumer, Esquire, does hereby accept his appointment as registered agent for AMERICAN CAPITAL CREDIT, INC.


Barry N. Brumer, Esquire

The above instrument was sworn to and subscribed before me this 21st day of May, 1998.

Notary Public
State of Florida at Large
My Commission Expires


NOTARY PUBLIC STATE OF FLORIDA
JO ELLEN BRUMER
COMMISSION # CC887388
EXPIRES 7/28/2001
BONDED THRU ASA 1-888-NOTARY

SECRETARY OF STATE
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