

*Secretary of State
Corporation Division
State of Florida
Tallahassee, Florida*

Re: Funds America Finance Corporation

To whom it may concern:

Enclosed herewith are the Articles of Incorporation of the above referenced firm, together with the statement of the Registered Agent and a check in the amount of \$122.50 to be used as follows:

*FILING FEE.....35.00
REGISTERED AGENT.....35.00
CERTIFIED COPY.....52.50*

900002576549--7
-06/30/98--01080--007
****122.50 ****122.50

TOTAL..... 122.50

If you have any questions, please telephone my accounting firm, Coastal Accounting, Inc. at the following number 305 491-7876.

Respectfully submitted,

Mark Sand

FILED
98 JUN 30 AM 8:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUL 1 1998

ARTICLES OF INCORPORATION

OF

FUNDS AMERICA FINANCE CORPORATION

FILED
98 JUN 30 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

ARTICLE I - NAME

The name of the corporation shall be: *Funds America Finance Corporation.*

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the state of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS

The street address of the initial corporate address of the corporation shall be: 2501 E. Commercial Blvd, Ste. 210, Fort Lauderdale, Fl 33308.

ARTICLE V - REGISTERED AGENT

The Registered Agent for the corporation shall be: Mark Sand, whose address is: 2501 E. Commercial Blvd., Ste 210, Fort Lauderdale, Fl 33308.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

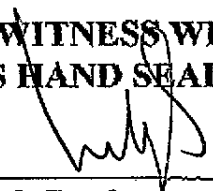
ARTICLE VII - OFFICERS AND DIRECTORS

This corporation shall have one officer initially. The name and street address of the officer who shall hold office for the first year of the corporation or until successors are elected or appointed is: Mark Sand whose address is 2501 E Commercial Blvd., Ste 210, Ft. Lauderdale, Fl 33308.

ARTICLE VIII - SUBSCRIBER

The name of the subscriber to these Articles of Incorporation is: Mark Sand, 2501 E Commercial Blvd., Ste 210, Ft. Lauderdale, Fl 33308.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET
HIS HAND SEAL ON THE 26 DAY OF June 1998.



Mark Sand (seal)

STATE OF FLORIDA - COUNTY OF BROWARD

The forgoing instrument was acknowledged before me this
26th day of June 1998 by
Arthur Schnur (seal)

Notary Public, state of Florida at Large ARTHUR SCHNUR

Comm. # CC 520134

Notary Public, State Of Florida

My Commission Exp. Dec. 20, 1999

My commission expires on: _____

Bonded Thru Notary Public Underwriters

ARTHUR SCHNUR

Comm. # CC 520134

Notary Public, State Of Florida

My Commission Exp. Dec. 20, 1999

Bonded Thru Notary Public Underwriters

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT FOR**

FUNDS AMERICA FINANCE CORPORATION

Pursuant to Florida Sections 48.091 and 607.034 the following is submitted:

The above corporation, desiring to organize under the laws of the state of Florida with its office as indicated in the Articles of Incorporation hereby names the undersigned as Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

I, Mark Sand, do hereby accept to act in this capacity and agree that I will comply with the provisions of Florida Law in keeping the office of the corporation named hereinabove open.



Mark Sand

Dated this 26 day of June, 1998.

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