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CONTACT: ANDREA ARNESON
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NAME: LOAN CHAIRMAN, INC.

AUDIT NUMBER.....H98000014153

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

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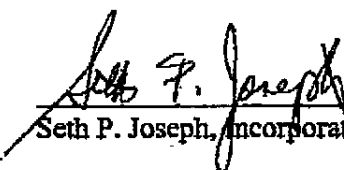
**ARTICLES OF INCORPORATION
OF
LOAN CHAIRMAN, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

- FIRST: The name of the corporation is Loan Chairman, Inc. (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is 2424 North Federal Highway, Suite 400, Boca Raton, Florida 33431.
- THIRD: The Corporation is authorized to issue One Thousand (1,000) shares of common stock, par value \$0.0001 per share.
- FOURTH: The street address of the initial registered office of the Corporation is 2424 North Federal Highway, Suite 400, Boca Raton, Florida 33431, and the registered agent at that address is Austin J. Kazinetz.
- FIFTH: The name and address of the incorporator of the Corporation is:
- Seth P. Joseph, Esq.
Stroock & Stroock & Lavan LLP
200 South Biscayne Boulevard
Suite 3300
Miami, Florida 33131-2385
- SIXTH: The Corporation's purpose is to engage in any lawful activity permitted under the Florida Business Corporation Act.
- SEVENTH: The Corporation shall indemnify its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of July, 1998.


Seth P. Joseph, Incorporator

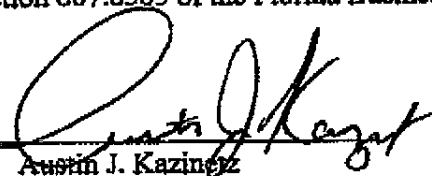
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Prepared by:
Seth P. Joseph, Esq.
Stroock & Stroock & Lavan LLP
200 S. Biscayne Blvd., Suite 3300
Miami, FL 33131
(305) 358-9900
Florida Bar No. 0286656

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

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

By: 
Austin J. Kazinecz

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