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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: PRIME RATE LENDING CORP.
AUDIT NUMBER.....H98000015105
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ARTICLES OF INCORPORATION
OF
PRIME RATE LENDING CORP.

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Article I

CORPORATE NAME

The Name of this Corporation shall be:
PRIME RATE LENDING CORP.

Article II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business
permitted under the laws of the United States and under the laws of
the State of Florida.

Article III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1000
shares of stock. The shares of stock authorized shall be common
stock having a par value of \$1.00 per share. The consideration to
be paid for each share of stock shall be fixed by the Board of
Directors.

Prepared By:
HOWARD L. KUKER
9200 So. Dadeland Boulevard
Suite 508 33156
Miami, Florida
(305) 670-0697 137780

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Article IV

INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's Initial Principal Office and Mailing address in the State of Florida shall be:

13241 SW 39 TERRACE
MIAMI, FLORIDA 33145

Article V

INITIAL REGISTERED AGENT

The Corporations' initial Registered Agent in the State of Florida shall be:

NAME
HOWARD L. KUKER

ADDRESS
9200 So. Dadeland Boulevard
Suite 508
Miami, Florida 33156

ARTICLE VI

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) nor more than three (3) Directors at one time.

Article VII

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

NAME
HENRY FERNANDEZ

Address
13241 SW 39 TERRACE
MIAMI, FLORIDA 33145

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The members of the first Board of Directors shall hold office until
the first organizational meeting of the Shareholders and Directors
of the Corporation.

Article VIII
INCORPORATORS

The name and post office address of each Incorporator
executing these Articles of Incorporation is as follows:
YVONNE MIRANDA
508 Dadeland Towers North
9200 So. Dadeland Boulevard
Miami, Florida 33156

Article IX
COMMENCEMENT DATE

Corporate existence will commence on the filing of these
Articles with the Secretary of State.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a
corporation to do business within the State of Florida, do make and
file these Articles of Incorporation, hereby declaring and
acknowledging that the facts herein stated are true.


YVONNE MIRANDA
9200 South Dadeland Blvd.
Suite #508
Miami, Florida 33156

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss

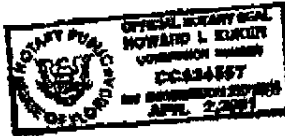
The foregoing instrument was acknowledged before me this 13th day
of August, 1998, by YVONNE MIRANDA, who is personally known

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to me and who did not take an oath.

Howard L. Kuker
NOTARY PUBLIC, STATE OF FLORIDA
name:
my commission expires:



Having been named to accept service of process for the above styled corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in said capacity, and agree to comply with the provisions of Florida Statute § 48.091.

DATED: August 13, 1998

Howard L. Kuker
HOWARD L. KUKER, REGISTERED AGENT

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