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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS  
FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: PRIMA RATE LENDING CORP.  
AUDIT NUMBER..... H98000015105  
DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION  
OF

PRIME RATE LENDING CORP.

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. DadieLand Boulevard  
Suite 508  
Miami, Florida 33156  
(305) 670-0987 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

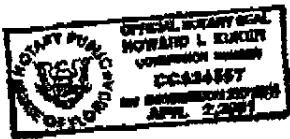
STATE OF FLORIDA }  
COUNTY OF MIAMI-DADE }

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

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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, REGISTERED AGENT

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