8000074788

Secretary of State Corporation Division State of Florida Tallahassee, Florida 32314

Re: U.S. FUNDING CORPORATION

To whom it may concern:

****245.00

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

TOTAL.....

If you have any questions, please telephone my accounting firm, Coastal Accounting, Inc. at the following number 954 - 491-7876.

Respectfully submitted,

B. REGISTER



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 19, 1998

KENDALL ROPP 1919 NE 45TH STREET SUITE 115 FORT LAUDERDALE, FL 33309

SUBJECT: U.S. FUNDING CORPORATION

Ref. Number: W98000018970

We have received your document for U.S. FUNDING CORPORATION and your check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock Document Specialist

Letter Number: 498A00043096

ARTICLES OF INCORPORATION

OF

FUNDSAMERICA FUNDING CORP.

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: FUNDSAMERICA FUNDING CORP.

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.

<u> ARTICLE IV - ADDRESS</u>

The street address of the intitial corporate address of the corporation shall be: 1919 NE 45TH STREET SUITE 115, FORT LAUDERDALE, FL 33309.

ARTICLE V - REGISTERED AGENT

The Registered Agent for the corporation shall be: Kendall Ropp, whose address is 1919 NE 45th street, suite 115, 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. Kendall Ropp

ARTICLE VIII - SUBSCRIBER

The name of the subcriber to these Articles of Incorporation is: Kendall Ropp, 1919 NE 45th St, Suite 115, Fort Lauderdale, Fl 33308.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET
HIS HAND SEAL ON THE 7 DAY OF ARUS 1998.
Teulau S. Rojn (seal)
STATE OF FLORIDA - COUNTY OF BROWARD
The forgoing instrument was acknowledged before me this
day of Aust 1998 by Left (seal)
RL Reg (seal)
Notary Public, state of Florida at Large
My commission expires on: Des. 15, 3.601



CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT FOR

FUNDSAMERICA FUNDING CORP.

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 Kendall Ropp, the undersigned as Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

I, Kendall Ropp, 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 herinabove open.

TenOace & Rope

Dated this 7 day of Angust, 1998.

98 AUG 27 AM 10: 05
SECRETARY OF STATE A