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To: Division of Corporations
Fax Number : (850) 487-6013

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

ACQUISITION FINANCE CORP.

Certificate of Status	0
Certified Copy	1
Page Count	03
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unpaid

ARTICLES OF INCORPORATION

**TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE,
FLORIDA**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE 1 NAME

The name of the corporation shall be: Acquisition Finance Corp.

The principal place of business of this corporation shall be:

3900 NW 79th Avenue, Suite 326
Miami, FL 33166

ARTICLE 11 NATURE OF BUSINESS

This corporation may engage in any 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000.

Prepared by: Nations Business Center, Inc.
3900 NW 79th Avenue, S-326
Miami, FL 33166
(305) 591-9448

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are): Michelle Ramirez, whom reside at 3900 NW 79th Avenue, Suite 326, Miami, FL 33166.

ARTICLE VI OF INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are): Michelle Ramirez, whom resides at 3900 NW 79th Avenue, Suite 326, Miami, FL 33166.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 27 day of 10, 1998

Signature (s) of Incorporator(s)


Michelle Ramirez, Incorporator/Director

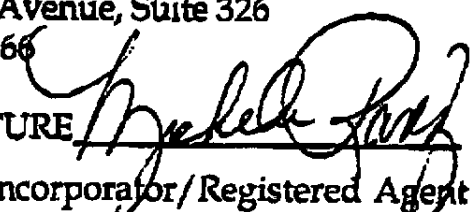
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: Acquisition Finance Corp.
2. The name and address of the registered agent and office is:

Michelle Ramirez
3900 NW 79th Avenue, Suite 326
Miami, FL 33166

SIGNATURE



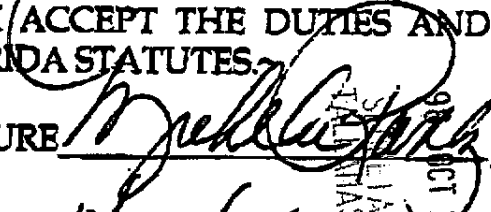
TITLE: Incorporator/Registered Agent

DATE

10/27/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

10/27/98

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TALLAHASSEE, FLORIDA