



# CREDIT FIX

*Credit Repair Specialists*

Pa 8 0000 93039

8500 S.W. 8TH STREET, SUITE 204  
MIAMI, FLORIDA 33144, U.S.A.

PH. (305) 261-8000  
FAX (305) 261-8000

October 28, 1998

Florida Department of State  
Secretary of State  
Division of Corporations  
409 East Gains Street  
Tallahassee, FL 32399

600002677996--1  
-11/02/98--01097--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

1-CC

Please enclosed find the following:

1. The original Articles of Incorporation for USA FACTORY SUPPLY, INC.
2. A check #4208 for \$78.75, to appropriate fee.

Thanks you,

CREDIT FIX

3 ENCLOSURES

FILED  
98 NOV -2 AM 10:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-11/3/98

**ARTICLES OF INCORPORATION**  
**of**  
**USA FACTORY SUPPLY, INC.**

The undersigned person, acting as incorporator of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is: **USA FACTORY SUPPLY, INC.**

**ARTICLE II**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 1000, shares of par value With a par value of \$ 1.00 per share.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such addresses is:

**RAMON S. LAGOS**  
**2847 NW 7 STREET**  
**MIAMI DADE COUNTY**  
**MIAMI, FL 33125**  
**THE PRINCIPAL ADDRESS IS THE SAME.**

**ARTICLE IV**  
**PURPOSE**

The purpose of the corporation is to engage in the mortgage brokerage business and any other related businesses as well as any lawful activity permitted by the laws of this state.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 NOV -2 AM 10:07

FILED

**ARTICLE V  
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

**RAMON S. LAGOS**  
2847 NW 7 STREET  
MIAMI DADE COUNTY  
MIAMI, FL 33125

**NORBERTO E. MUNOZ**  
2847 NW 7 STREET  
MIAMI DADE COUNTY  
MIAMI, FL 33125

**CARLOS COLMENARES**  
2847 NW 7 STREET  
MIAMI DADE COUNTY  
MIAMI, FL 33125

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

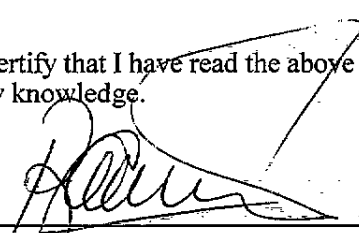
**ARTICLE VI  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
\_\_\_\_\_  
**RAMON S. LAGOS**  
2847 NW 7 STREET  
MIAMI, FL 33125

**ACCEPTANCE OF REGISTER AGENT**

The undersigned hereby accepts appointment as initial register agent of the above Corporation.

  
\_\_\_\_\_  
**RAMON S. LAGOS**

**FILED**  
98 NOV -2 AM 10:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA