

# ONE FINANCE CORPORATION

8500 S.W. 8th STREET, SUITE 204  
MIAMI, FL 33144

TEL. 305-261-8000

FAX 305-261-9000

December 29, 1998

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

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-01/04/99--01115--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

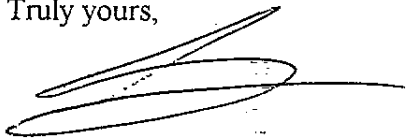
To whom it may concern:

Enclose please finds the following documents in order to incorporate:

1. Original Articles of Incorporation for CREDIT FIX U.S.A., INC. and LITTLE RASCALS U.S.A. respectively.
2. Check #2579 and # 2580 on the amount of \$78.75, as appropriate fees for each other.

If you have any questions, please do not hesitate to call us at (305) 261-8000.

Truly yours,



ONE FINANCE CORPORATION

FILED  
99 JAN -4 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JAN 6 1999  


**ARTICLES OF INCORPORATION**  
**of**  
**LITTLE RASCALS U.S.A., 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 : **LITTLE RASCALS U.S.A., INC.**

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

**5818 SUNSET DRIVE**  
**SOUTH MIAMI, FL 33143**

**ARTICLE III**  
**SHARES**

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

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

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

**MARIE RODRIGUEZ BARBARA**  
**5818 SUNSET DRIVE**  
**MIAMI DADE COUNTY**  
**SOUTH MIAMI, FL 33143**

**THE PRINCIPAL ADDRESS IS THE SAME.**

**ARTICLE V**  
**PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**FILED**  
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TALLAHASSEE FLORIDA

**ARTICLE VI  
DIRECTORS**

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

**MARIE RODRIGUEZ BARBARA**  
8500 S.W. 8th STREET, SUITE 204  
MIAMI DADE COUNTY  
MIAMI, FL 33144

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 VII  
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.

  
**MARIE RODRIGUEZ BARBARA**, Incorporator  
8500 S.W. 8th STREET, SUITE 204  
MIAMI, FL 33144

**ACCEPTANCE OF REGISTER AGENT**

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

  
**MARIE RODRIGUEZ BARBARA**

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