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JEFFREY B. LAMPERT
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590 ROYAL PALM BEACH BOULEVARD
ROYAL PALM BEACH, FLORIDA 33411

January 14, 1999

TELEPHONE: (561) 333-0188
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Division of Corporations
Secretary of State of the State of Florida
409 E. Gaines Street
Tallahassee, FL 32399

100002744211-9

Attn: New Filing Section

01/15/99-01081-019
*****70.00 *****70.00

Re: Incorporation of A 2 Z Factoring, Inc.
a Florida for profit corporation

Dear Sir or Madam:

Please find enclosed Articles of Incorporation for A-2 Z Factoring, Inc., together with a copy of same to be date stamped and returned to my office in the SSAE furnished for that purpose.

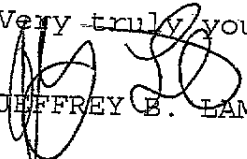
Also enclosed are the following fees:

___ XX \$70.00 for the filing fee, only

___ \$122.50 for the filing fee and preparation and return of a certified copy of the articles

Please do not hesitate to contact me should you have any questions; otherwise, I will thank you in advance for your assistance and cooperation in this matter.

Very truly yours,


JEFFREY B. LAMPERT

JBL/ip
Encl.
UPS Overnight

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99 JAN 15 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 21 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
A 2 Z FACTORING, INC.

1. The name of this corporation is A 2 Z FACTORING, INC..
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.
5. The name and address of the initial registered agent and office of this corporation is as follows:

Jeffrey B. Lampert, Esq.
590 Royal Palm Beach Boulevard
Royal Palm Beach, FL 33411

6. This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

Jeffrey B. Lampert
590 Royal Palm Beach Boulevard
Royal Palm Beach, FL 33411

7. The name and address of the Incorporator signing these Articles of Incorporation is:

Jeffrey B. Lampert
590 Royal Palm Beach Boulevard
Royal Palm Beach, FL 33411

8. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws. (FS 607.111)

10. Each shareholder of this corporation shall have the right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

11. Only Sixty-six percent (66%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of sixty-six percent (66%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of sixty-six percent (66%) of the directors present and voting, shall be the act of the Board of Directors.

12. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

a. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

b. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

c. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

13. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

14. The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of one hundred percent (100%) of the shares of the corporation entitled to vote thereon and not otherwise.

15. Members of the Board of Directors may participate in regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law but special meetings of the Board of Directors must be attended in fact in person by each director. (FS 607.131(7))

16. The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation or if none pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

17. The power to adopt, alter, amend or repeal the Articles of Incorporation or the Bylaws of this corporation shall be vested in the Shareholders by a one hundred percent (100%) vote.

18. Only sixty-six percent (66%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of sixty-six percent (66%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

19. The affirmative vote of one hundred percent (100%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: mergers, sales of assets, dissolution, etc.

20. At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of one hundred (100%) percent of the shares then entitled to vote at an election of directors.

21. If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

22. The date that corporate existence shall begin immediately upon filing.

23. The street address of the corporation shall be 590 Royal Palm Beach Boulevard, Florida 33411.

24. The mailing address of the corporation shall be 590 Royal Palm Beach Boulevard, Florida 33411.

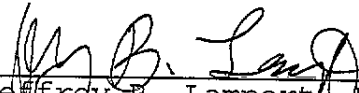
Dated on 1/14, 1999.



Jeffrey B. Lampert

ACCEPTANCE BY REGISTERED AGENT

I, Jeffrey B. Lampert, Esq., do hereby accept the appointment of A 2 Z Factoring, Inc. to serve as its Registered Agent, and I acknowledge the duties and responsibilities of a registered agent as set forth in Section 607.0505 Florida Statutes.



Jeffrey B. Lampert, Esq.
590 Royal Palm Beach Boulevard
Royal Palm Beach, FL 33411

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