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Phillips, Eisinger, Koss & Rosenfeldt, P.A.

Attorneys At Law

Presidential Circle
4000 Hollywood Boulevard
Suite 265 South
Hollywood, Florida 33021

Miami Location

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169 East Flagler Street
Suite 1000
Miami, Florida 33131

Please respond to:
Hollywood Office (X)
Miami Office ()

TELEPHONE:
954 894-8000
FACSIMILE
954 894-8015

March 30, 1999

VIA FEDERAL EXPRESS

Division of Corporations
Bureau of Corporate Records
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

200002825202--79
-03/31/99-01053-014
*****78.75 *****78.75

RE: Articles of Incorporation / Outside Lending, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with our check #8344 in the amount of \$78.75, made payable to the Secretary of State. This payment is broken down as follows:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Filing Fee	<u>35.00</u>
TOTAL:	\$78.75

These Articles need to be filed immediately, and please return the certified copy to the undersigned in the Federal Express envelope which is enclosed for your convenience. Thank you in advance for your immediate attention to this matter.

Very truly yours,

Dennis Eisinger

DENNIS J. EISINGER
For the Firm

DMC
4/5/99

Encs.
:as

FILED
99/MAR/31 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OUTSIDE LENDING, INC.**

FILED
99 MAR 31 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation shall be:

OUTSIDE LENDING, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 1040 - 94th Street, Suite 1, Bay Harbor, Florida 33154.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Dennis J. Eisinger.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the Director is:

Josefina Olmeda
1040 - 94th Street, Suite 1
Bay Harbor, Florida 33154

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Josefina Olmeda, 1040 - 94th Street, Suite 1, Bay Harbor, Florida 33154.

ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of March, 1999.



Josefina Olmeda, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 29th DAY OF MARCH, 1999.

By:

Dennis J. Eisinger

FILED
96MAR31 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA