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JULY 2, 1999

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

200002924212--8

-07/06/99--01143--009

*****70.00 *****70.00

Re: MANHATTAN LENDERS GROUP, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch

Lawrence A. Kirsch

FILED
99 JUL -6 AM 11:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

TS 7/14/99

ARTICLES OF INCORPORATION
OF
MANHATTAN LENDERS GROUP, INC.

Filed by:

Alan Goldman, Esq.
16 Verbena Avenue
Floral Park, New York 11001

ARTICLES OF INCORPORATION

MANHATTAN LENDERS GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is MANHATTAN LENDERS GROUP, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

Michael Jordan
4035 Quail Briar Drive
Valrico, Florida 33594

ARTICLE VI INCORPORATOR

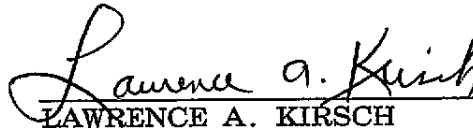
The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

99 JUL -6 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

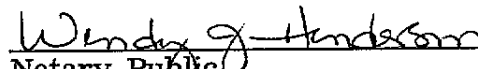
FILED

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of July, 1999.


LAWRENCE A. KIRSCH

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this 2nd day of July 1999 by the incorporator of MANHATTAN LENDERS GROUP, INC.


Notary Public
My Commission Expires:

WENDY J. HENDERSON
Notary Public, State of New York
No. 01HE5031008
Qualified in Albany County
Commission Expires July 25, 2002

CERTIFICATE DESIGNATING
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 is: MANHATTAN LENDERS GROUP, INC.

2. The name and address of the registered agent and office is:

AGENT: MICHAEL JORDAN

4035 Quail Briar Drive

(P. O. BOX NOT ACCEPTABLE)

Valrico, Florida 33594

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

TITLE President

DATE 6/25/99

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 

(Registered Agent)

DATE 6/25/99

99 JUL -6 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED