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Lester M. Rogers
ATTORNEY AT LAW

FILED
99 AUG 16 PM 5:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 10, 1999

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002960700--8
-08/16/99-01091-008
*****87.50 *****87.50

Re: Lenders of America, Corporation

Dear Sirs/Mam:

Enclosed is an original and two (2) copies of the Articles of Incorporation for the above company. Please file the original in your office and return to us a Certified Copy and Certificate.

We are enclosing our check in the amount of \$87.50 for the filing of the same.

Thank you for your attention in this matter.

Sincerely,

Lester M. Rogers
LESTER M. ROGERS, ESQ.

LMR/av

Encl.

D. BROWN AUG 20 1999

ARTICLES OF INCORPORATION

of

LENDERS OF AMERICA, CORPORATION

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TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I-NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be LENDERS OF AMERICA, CORPORATION, and the mailing address of the corporation shall be P.O. Box 452000, Miami, Florida 33245-2000.

ARTICLE II-EXISTENCE

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III-ACTIVITIES

The corporation is entitled to engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV-STOCK

The corporation is authorized to issue the following capital stock:

<u>No. Share</u>	<u>Classification</u>	<u>Par Value</u>
100	Common	\$1.00

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation as a just value fixed by the Board of Directors.

ARTICLE V-STOCK VALUE

All said stock and value thereof are issued in accordance with

Section 1244 of the Internal Revenue Code and Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period of not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1412 Medina Avenue, Coral Gables, FL 33134, and the mailing address of the initial registered office of the corporation is P.O. Box 452000, Miami, Florida 33245-2000. The name of the initial registered agent of this Corporation, at the above addresses is: BEATRIZ GARRIDO.

ARTICLE VII-BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one (1). The name and mailing address of the initial director of this corporation is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
BEATRIZ GARRIDO	P.O. Box 452000 Miami, FL 33245-2000

ARTICLE VIII-INCORPORATOR

The name and mailing address of the incorporator of the corporation is BEATRIZ GARRIDO, P.O. Box 452000, Miami, FL 33245-2000.

ARTICLE IX-INITIAL OFFICERS

The names and addresses of the initial Officers of this Corporation are as follows:

NAME
BEATRIZ GARRIDO

MAILING ADDRESS
P.O. Box 452000
Miami, Florida 33245-2000

OFFICE
President

ARTICLE X-INDEMNIFICATION OF OFFICERS

The Corporation shall indemnify any and all Officers or Directors, or any former Officer or Director, to the full extent permitted by law for all acts done on behalf of the Corporation.

ARTICLE XI-SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have first lien on the share of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE XII-CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modification.

The Board of Directors and the Shareholders, by a majority vote shall have the power to adopt, alter, amend or repeal the bylaws of this Corporation.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 10 day of August 1999.


BEATRIZ GARRIDO

STATE OF FLORIDA)

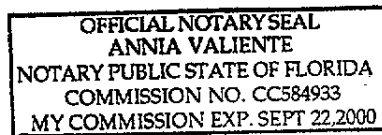
SS

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared BEATRIZ GARRIDO to me well known and known to me to be the person described in and has produced her _____

as identification and who executed the foregoing instrument, and acknowledged to and before me that the instrument was executed for the purposes therein expressed.

WITNESS my hand and official seal this 10 day of August, 1999.



Anna Valiente
Notary Public, State of
Florida at Large
Commission No.: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, That LENDERS OF AMERICA, CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Coral Gables County of Miami-Dade, State of Florida has named BEATRIZ GARRIDO located at 1412 Medina Avenue, City of Coral Gables, County of Miami-Dade, State of Florida, Zip Code 33134 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *Beatriz Garrido*
Resident Agent
BEATRIZ GARRIDO

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