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LAW OFFICES
SHAFFER & ASSOCIATES, P.A.

GLADES TWIN PLAZA
2300 GLADES ROAD
WEST TOWER - SUITE 400
BOCA RATON, FLORIDA 33431

LEWIS R. SHAFFER*

STEPHANIE A. RUSSO

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KAREN M. POLLOCK
OF COUNSEL

TELEPHONE
561-362-0808
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561-362-0801

August 24, 1999

VIA AIRBORNE EXPRESS

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

200002968722--2
-08/25/99--01062--006
****122.50 *****78.75

Re: Articles of Incorporation
Internet Lending Corporation of America, Inc.

Dear Sir/Madam:

Enclosed please find an original and copy of the Articles of Incorporation of Internet Corporation of America, Inc.

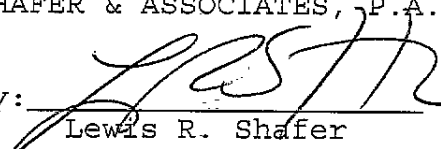
In addition, enclosed please find this firm's check in the amount of \$122.50 which represents the filing fee for said filing.

Upon the filing of the original, please return to this office a copy marked "filed", in the enclosed, self addressed, stamped envelope.

Thank you in advance for your courtesy and cooperation with regard to this matter. Should you have any questions, regarding the foregoing, please do not hesitate to contact our office.

Very truly yours,

SHAFFER & ASSOCIATES, P.A.

By: 
Lewis R. Shafer

LRS/mg

enclosures

FILED
99 AUG 25 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNET LENDING CORPORATION OF AMERICA, INC.

ARTICLE I-NAME

The name of this corporation, formed under the provisions of Section 621, Florida Statutes, is INTERNET LENDING CORPORATION OF AMERICA, INC.

ARTICLE II-PRINCIPLE OFFICE

The principal office and mailing address of this corporation is:

2300 Glades Road
West Tower-Suite 400
Boca Raton, Florida 33431

ARTICLE III-PURPOSE

This corporation is organized for the purposes of doing everything necessary or appropriate and proper for the accomplishment of this corporation's business, either alone or in association with other persons, firms, or entities. The foregoing shall not be deemed to limit or restrict in any manner the general powers of this corporation, and the enjoyment and exercise thereof as conferred by the laws of the State of Florida upon corporations organized to provide legal services under the provisions of Chapter 621, Florida Statutes (as it now exists or is hereafter amended), including, without limitation, the power to invest funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and the power to own real and personal property necessary for the rendering of its legal services.

ARTICLE IV-CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of \$0.01 Dollar per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2300 Glades Road
West Tower-Suite 400
Boca Raton, Florida 33431

and the name and address of the initial registered agent of this corporation is:

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99 AUG 25 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>
LEWIS R. SHAFER	2300 Glades Road West Tower-Suite 400 Boca Raton, Florida 33431

ARTICLE VI-COMMENCEMENT

The existence of this corporation shall commence as of 12:01 a.m., on August 25, 1999.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
BRET ZAROFF	c/o SHAFER & ASSOCIATES, P.A. 2300 Glades Road West Tower-Suite 400 Boca Raton, Florida 33431

ARTICLE VIII-INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
LEWIS R. SHAFER	2300 Glades Road West Tower-Suite 400 Boca Raton, Florida 33431

ARTICLE IX-BY LAWS

The power to alter, amend, or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

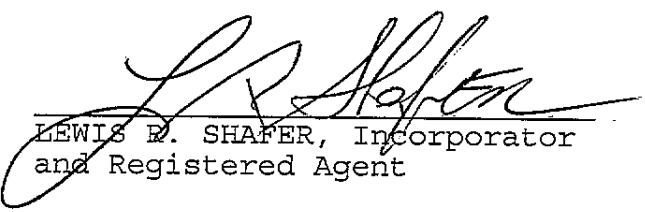
ARTICLE X-INDEMNIFICATION

This corporation shall indemnify any officer, director, or any former officer or director of this corporation to the fullest extent permitted by law.

ARTICLE XI-AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as Incorporator thereof, and in acceptance of his appointment as registered agent therein as of the 24th day of August, 1999.


LEWIS R. SHAFER, Incorporator
and Registered Agent

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99 AUG 25 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA