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Barbara Haight
1750 Osceola Drive
Suite 4
West Palm Beach, FL 33409
(561) 274-8666

December 3, 1999

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*****78.75 *****78.75

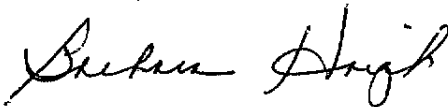
Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed are two copies of the Articles of Incorporation of Wall Street Lending Group, Inc. and a check for \$78.75 made payable to the Department of State.

Should you have any questions, please call me at (561) 274-8666.

Sincerely,



Barbara Haight

Enclosures

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1999 DEC -8 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell DEC 9 1999

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CERTIFICATE OF INCORPORATION
OF
Wall Street Lending Group, Inc.

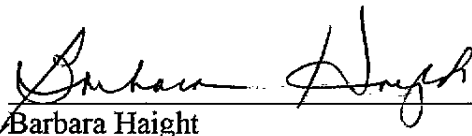
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the State of Florida, do hereby certify the following:

- First: The name of the corporation shall be Wall Street Lending Group, Inc.
- Second: The address of the initial registered office of the corporation is: 1750 Osceola Drive, Suite 4, West Palm Beach, Florida, 33409, County of Palm Beach. The name of the registered agent located at such address is Barbara Haight.
- Third: The principal address of the corporation: 1750 Osceola Drive, Suite 4, West Palm Beach, Florida, 33409.
- Fourth: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- Fifth: The total authorized stock of this corporation is divided into 10,000,000 shares at \$.0001 par value.
- Sixth: The number of directors constituting the initial board of directors is two, and the names and addresses of those who will serve as directors until the first annual meeting of shareholders or until their successors are elected are as follows:
- Barbara Haight, 1750 Osceola Drive, Suite 4, West Palm Beach, FL 33409
- Seventh: The duration of the corporation is perpetual.
- Eighth: The name and address of the person who is to act as incorporator is as follows:

Barbara Haight
1750 Osceola Drive, Suite 4
West Palm Beach, FL 33409

I, THE UNDERSIGNED, being all the incorporators of the corporation identified above, declare that I have examined the foregoing this 3rd day of December, 1999.


Barbara Haight

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THIS SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHICH PORCESS MAY BE SERVED.**

**In compliance with Section 607.1507, Florida Statutes, the following is
submitted:**

**First, this Wall Street Lending Group, Inc., desiring to organize under the
laws of the State of Florida, with its principal place of business located in the city of
West Palm Beach, State of Florida, has named Barbara Haight, located at 1750
Osceola Drive, Suite 4, West Palm Beach, FL 33409, as its agent for service of
process within Florida.**

**Having been named to accept service of process for the above stated
corporation, at the place designed 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.**


Barbara Haight

12/3/99

Date