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FLORIDA PROFIT CORPORATION OR P.A.

LAUDER RIDGE FUNDING, INC.

Certificate of Status	0
Certified Copy	1
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B. McKnight

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 10, 1999

EMPIRE

SUBJECT: LAUDER RIDGE FUNDING, INC.
REF: W99000028253

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

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Becky McKnight
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

LAUDER RIDGE FUNDING, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: LAUDER RIDGE FUNDING, INC.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and the general nature of the business to be conducted are as follows:

A. To engage in any business, activity, or endeavor which is lawful under the laws of the State of Florida.

ARTICLE III

INITIAL PRINCIPAL PLACE OF BUSINESS

The initial principal place of business is C/O 450 S.W. 5 Avenue, Ft. Lauderdale, Florida 33315.

ARTICLE IV

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on

Prepared by:

Mark I. Blumstein, Esq.
Fla. Bar No. 0823512
33 N.E. 2nd Street, Suite 101
Ft. Lauderdale, Florida 33301
(954) 527-9080

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the date of filing of these Articles of Incorporation.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with no par value.

ARTICLE VI

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation is:

Jeffrey Phillips

450 S.W. 5th Avenue
Ft. Lauderdale, Florida 33315

ARTICLE VIII

DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may be increased from time to time by a vote of the stockholders in conformity with the By-Laws of this corporation but shall never be less than one (1).

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be

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vested exclusively in the holders of the outstanding common shares.

ARTICLE X

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

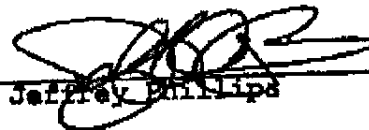
The street address of the initial registered office of this corporation is 33 N.E. 2nd Street, Suite 101, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of this corporation at that address is MARK I. BLUMSTEIN.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 10th day of December, 1999.


Jeffrey Phillips

STATE OF FLORIDA)

COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared Mark Blumstein, to me well known to be the person described in and who

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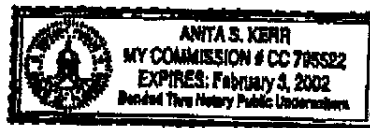
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executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Ft. Lauderdale, Broward County, Florida, this 10th day of December, 1999.

ANTA S. KERR
Notary Public

My Commission Expires:



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LAUDER RIDGE FUNDING, INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT LAUDER RIDGE FUNDING, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF FORT LAUDERDALE, COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED MARK I. BLUMSTEIN, 33 N.E. 2ND STREET, SUITE 101, FORT LAUDERDALE, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Dated: 12/2/99

 Mark I. Blumstein, Esquire

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.

Dated: 12/2/99

 Mark I. Blumstein, Registered Agent

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