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NAME: AMERICAN DEBT MANAGEMENT, INC.

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**ARTICLES OF INCORPORATION
OF
AMERICAN DEBT MANAGEMENT, INC.**

The undersigned, for the purposes of forming a Corporation Not for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is American Debt Management, Inc.

Article II - Corporate Purpose

The purposes for which this corporation is formed are:

I. Primarily to provide nonprofit services for the relief of the poor and distressed by informing the public on personal money management and assisting low-income individuals and families who have financial problems through debt consolidation and credit rehabilitation, exclusively for charitable purposes.

II. Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

III. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

IV. To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Gregory J. Blodig, Esq.
Greenspoon, Marder et al
100 West Cypress Creek Rd., Ste. 700
Ft. Lauderdale, FL 33309
(954) 491-1120
Fla. Bar No. 274062

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V. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or Member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

VI. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.

VII. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

VIII. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.

IX. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

X. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

XI. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

XII. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or

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organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

Article III - Membership

The three (3) Members of the Corporation shall be Rahn F. Smith, Linda Epstein, and Roshen Hadulla. The Corporation shall admit other Members upon a two-thirds (2/3) vote of the existing Members.

Article IV - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law.

Article V - Address

The initial street address of the principal office of this Corporation in the State of Florida is 1864 Monte Carlo Way, Coral Springs, Florida 33071. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VI - Directors

This Corporation shall have three (3) Directors initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than three (3).

Article VII - Initial Directors

The name and street address of the initial Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified are:

Rahn F. Smith
2865 S.W. 22nd Avenue, #204
Delray Beach, Florida 33445

Linda Epstein
2920 N.W. 41st Street
Boca Raton, Florida 33434

Roshen Hadulla
1864 Monte Carlo Way
Coral Springs, Florida 33071

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Article VIII - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Gregory J. Blodig, Esquire, Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 West Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

Article IX - Other Provisions

1. Memberships shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
2. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the Members or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the Members.
3. Any Member present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.
4. If the Bylaws so provide, any action of the Members or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.
5. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its Members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.
6. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director,

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officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

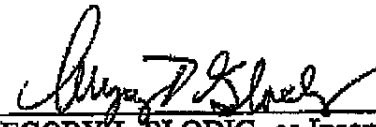
Article X - Registered Office

The Registered Agent and registered office of the Corporation shall be Gregory J. Blodig, Esquire, Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 West Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

Article XI - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17 day of November, 1997.



GREGORY J. BLODIG, as Incorporator

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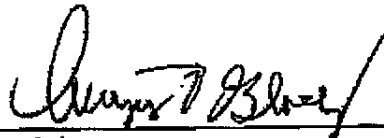
**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act.

FIRST -- That American Credit Management, Inc. 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
Fort Lauderdale, County of Broward, State of Florida, has named Gregory J. Blodig as Registered
Agent, who may be served at the registered office located at 100 West Cypress Creek Road, Suite
700 City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service
of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

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
provisions of said Act relative to keeping open said office.



Registered Agent

GACWAMERICAN.DEBAMERICAN.ART

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