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January 7, 1998

VIA FEDERAL EXPRESS

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

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Attention: Ms. Tracy Meyer
Document Specialist

Re: Your Letter No. 897A00058164 (Premiere Financial Group, Inc.)
Meridian Credit Corp.
Our File No. 97-0102

Dear Ms. Meyer:

With reference to your above-captioned letter (copy enclosed), enclosed for filing with your offices please find the following:

1. One original and two copies of Articles of Incorporation of Meridian Credit Corp. which will replace Premiere Financial Group, Inc.; and
2. A postage paid return envelope.

Our firms check in the amount of \$122.50 representing \$70.00 as filing fee and \$52.50 for a certified copy was sent to you on December 5, 1997 and has been retained by your offices.

Should you have any questions, please do not hesitate to telephone me.

Very truly yours,

Renee Laurence

Renee Laurence
Certified Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enclosures

1/8/98-7411



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1997

HOWARD F. ULLMAN, ESQ.
515 E LAS OLAS BLVD, STE 1350
FORT LAUDERDALE, FL 33301-2268

SUBJECT: PREMIERE FINANCIAL GROUP, INC.
Ref. Number: W97000027565

We have received your document for PREMIERE FINANCIAL GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 897A00058164

**ARTICLES OF INCORPORATION
OF
MERIDIAN CREDIT CORP.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, Florida Statutes, Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE - Name

The name of this corporation is **MERIDIAN CREDIT CORP.**

ARTICLE TWO - Duration

The period of its duration is perpetual.

ARTICLE THREE - Purpose

The purpose is to such extent as a corporation is organized under the corporation laws of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its business plan; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the corporation laws of this state or under any act amending those laws, supplemental thereto, or substituted therefore.

ARTICLE FOUR - Capital Stock

The corporation is authorized to issue 1,000 shares, all of one class, at \$0.50 par value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 JAN -8 PM 12:05

ARTICLE FIVE - Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

Matthew D. Fronzaglia
13200 Crisa Drive
Palm Beach Gardens, Florida 33410

ARTICLE SIX - Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased from time to time but shall never be less than one.

The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Matthew D. Fronzaglia	13200 Crisa Drive Palm Beach Gardens, FL 33410

ARTICLE SEVEN - Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Matthew D. Fronzaglia	13200 Crisa Drive Palm Beach Gardens, FL 33410

ARTICLE EIGHT - Non-Resident Directors

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

ARTICLE NINE - Meetings by Conference Telephone

Members of the Board of Directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

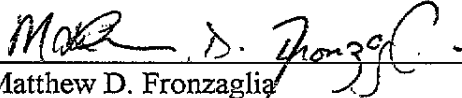
ARTICLE TEN - Informal Action of Directors

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


ARTICLE ELEVEN - Amendment of Articles

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6 day of January, 1998.



Matthew D. Fronzaglia
Incorporator

Who is personally known to me


STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Matthew D. Fronzaglia personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed .

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6 day of January, 1998.

Steven J. Miller



STEVEN J. MILLER
COMMISSION # CC62 405
EXPIRES FEB 13 2001
BONDED THROUGH
ATLANTIC BONDING CO. INC.

NOTARY PUBLIC, State of Florida At Large
Print Name: Steven J. Miller

My Commission expires:
2/13/01

**CERTIFICATE OF DESIGNATION OF INITIAL
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

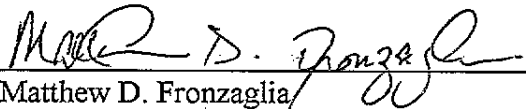
PURSUANT TO THE PROVISIONS OF SECTION 607.0202(1)(b), FLORIDA STATUTES, THE UNDERSIGNED, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is **MERIDIAN CREDIT CORP.**

The name and address of the initial registered agent and the initial principal office is:

Matthew D. Fronzaglia
13200 Crisa Drive
Palm Beach Gardens, Florida 33410

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Matthew D. Fronzaglia

Dated: January 6, 1998

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TALLAHASSEE, FLORIDA