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**MATTHEW J. SCHAEFER, P.A.**

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January 31, 2000

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

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-02/03/00--01091--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

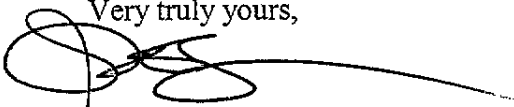
Re: In re: Elimidebt Management Systems, Inc.

Dear Gentlemen:

Enclosed please find the articles of incorporation on the above referenced matter. I have also enclosed a payment in the amount of \$78.75 for the filing fee and a certified copy to be returned to me.

Thank you for your anticipated cooperation with this matter. If you have any questions or comments regarding the foregoing, please do not hesitate to contact the undersigned.

Very truly yours,



Matthew J. Schaefer

MJS:jh  
Encl.

FILED  
00 FEB -3 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch FEB 8 2000

**NOT FOR PROFIT ARTICLES OF INCORPORATION  
OF  
ELIMIDEBT MANAGEMENT SYSTEMS, INC.**

**FILED**  
**00 FEB -3 PM 1:17**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I. CORPORATE NAME**

The name of the Corporation shall be **ELIMIDEBT MANAGEMENT SYSTEMS, INC.**

**ARTICLE II. PRINCIPAL PLACE OF BUSINESS**

The Corporation's principal place of business and mailing address shall be 2500 E. Hallandale Beach Boulevard, Ste. 600, Hallandale, Florida 33009.

**ARTICLE III. PURPOSE**

The specific purpose for which the Corporation is organized is to assist individuals with debt management and consolidation in order to satisfy their creditors.

**ARTICLE IV. INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By Laws by either appointment or election by the shareholders. The initial Director shall be appointed at the first meeting of the shareholders to be held within thirty (30) days of the date of issuance of the Corporations' Charter.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 2500 E. Hallandale Beach Boulevard, Ste. 600, Hallandale, Florida 33009. The name of the initial registered agent of this Corporation, at that address, is: GAETANO BARBIERI.

## **ARTICLE VI. CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares".

## **ARTICLE VII. INCORPORATION**

The name and address of the person signing these Articles of Incorporation are as follows:

MATTHEW J. SCHAEFER: 600 South Andrews Avenue, Ste. 406, Fort Lauderdale, FL 33301.

## **ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend or repeal the By Laws shall be vested in the Board of Directors and shareholders.

## **ARTICLE IX. CALLING OF SPECIAL MEETING**

Special meetings of shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

## **ARTICLE X. SHAREHOLDER QUORUM AND VOTING**

One Hundred (100%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of One Hundred (100%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE XI. MANAGEMENT OF CORPORATION BY DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation, shall be managed under the direction of the Board of Directors of the Corporation.

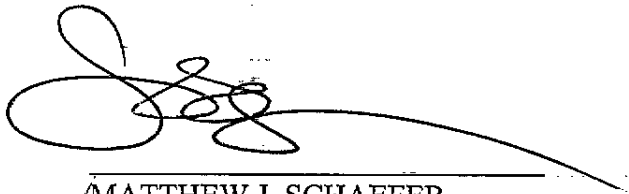
## **ARTICLE XII. INDEMNIFICATION**

This Corporation shall indemnify all officers or Directors or any former officer or Director, to the fullest extent permitted by law.

## **ARTICLE XIII. AMENDMENT**

This Corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

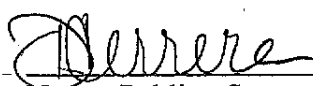
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28<sup>th</sup> day of January, 2000.



MATTHEW J. SCHAEFER  
Subscriber

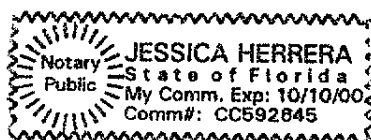
STATE OF FLORIDA )  
 ) ss.:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me on this 28<sup>th</sup> day of January, 2000,  
by MATTHEW J. SCHAEFER, who is personally known to me.



Notary Public - State of Florida at Large

My commission expires:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted: That ELIMIDEBT MANAGEMENT SYSTEMS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Broward County, State of Florida, has named GAETANO BARBIERI, located at 2500 E. Hallandale Beach Boulevard, Ste 600, Fort Lauderdale, FL 33009, located at the said principal office, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named as registered agent and 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 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.

  
GAETANO BARBIERI  
RESIDENT AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 FEB -3 PM 1:17

FILED