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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : CORPORATE CLEARANCE CORP.
Account Number : I20000000011
Phone : (718) 768-5544
Fax Number : (718) 786-7077

^{NON}
FLORIDA PROFIT CORPORATION OR P.A.

AmeraTrust, Inc.

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ARTICLES OF INCORPORATION
OF
AmeraTrust, Inc.

In Compliance with Chapter 617, F.S., (Not for Profit)

It is certified that:

1. The name of the Corporation shall be AmeraTrust, Inc.
2. The principal place of business and mailing address of this corporation shall be 3145 South Federal Highway, Delray Beach, Florida 33483.
3. The Corporation is formed exclusively for the following non-business and non-pecuniary purposes:

To educate the public of consumer credit problems;
To counsel the public about how to control debts and
implement debt management;
To help the public reduce the incidence of personal
bankruptcy;
To inform the public on personal money management; and,
To provide financial aids to low-income individuals and
families.

In furtherance of its corporate purposes, the Corporation shall have the power to solicit grants and contributions for the corporate purposes.

The corporation is organized exclusively for one or more of the purposes as specified Section 501 (c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501 (c)(3) or corresponding provisions of any subsequent Federal tax laws or by a corporation, contributions to which are deductible under Section 170 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, 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.

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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 for an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the Board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of the State of Florida in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501 (h), participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In any taxable year in which the corporation is a private foundation as described in IRC Sec 509(3), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Sec 4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC Sec 4941(d), retain any excess business holdings as defined in IRC Sec 4944(c), (b) make any investments in such manner as to subject the corporation to tax under IRC Sec 4944, or (c) make any taxable expenditures as defined in IRC Sec 4945(d) or corresponding provisions of any subsequent Federal tax laws.

4. The manner in which the directors are elected or appointed is by a majority vote of members being present at an annual meeting duly called.

5. The name and addresses of the initial directors are:

Antony Mitchell
1128 Royal Palm Beach, #475,
Royal Palm Beach, FL 33411

Michael Popper
5385 Peachtree Dune Woody Road, #202
Atlanta, GA 30342

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Thomas Patrick Hodgson, Jr.
3652 North Quail Drive
Boynton Beach, FL 33436

6. The name and Florida street address of the registered agent is: Antony Mitchell, 3145 South Federal Highway, Delray Beach, Florida 33483.
7. The name and address of the Incorporator is:
D. Lim, 27-51 Jackson Avenue, LIC, NY11101

IN WITNESS WHEREOF, this Certificate has been subscribed the 8th day of December, 2000, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



D. Lim, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Antony Mitchell
Registered Agent

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