

NO1000002710

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Please Reply To:
Post Office Box 3363
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April 9, 2001

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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-04/12/01-01069-031
*****175.00 *****

Attention: New Filings Section

- Re: Articles of Incorporation For:
Credit Management Associates, Inc. (Not For Profit)
Advantage Financial Services, Inc.(For Profit)
- Re: Certificate of Status For:
Judi's, Inc. (P97000064841)
Norman's Of New York Hair Salon, Inc. (P97000002947)

Dear Sir or Madam:

Enclosed for filing please find executed original and copy of the Articles of Incorporation of the above referenced corporations, together with check No. 6576 in the amount of \$175.00 representing the filing fee (\$78.50 / each) and \$17.50 for the Certificates of Status (\$8.85 / each.)

Kindly provide the Certificates of Status and file said Articles of Incorporation and return a conformed copy of same to this office upon completion of the filing process.

Should there be any question, please do not hesitate to let us know. Thank you.

Very truly yours,

Jonathan P. Kross

2001 APR 12 AM 9:09
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Encl.

4/17/01

ARTICLES OF INCORPORATION
of
CREDIT MANAGEMENT ASSOCIATES, INC.

FILED

2001 APR 12 AM 9:09

SECRETARY OF STATE
TALLAHASSEE FLORIDA

a
Not For Profit Florida Corporation

The undersigned have this day associated themselves for the purpose of forming a Not-for-Profit Corporation Pursuant to s. 617.0202, Florida Statutes and adopt the following Articles of Incorporation.

- I. **NAME.** The name of this Corporation shall be: Credit Management Associates, Inc.
- II. **PRINCIPAL OFFICE.** The principal place of business of the Corporation shall be: 7710 Colony Drive, Boynton Beach, FL 33436 and at such other places as from time to time may be selected by the Board of Directors
- III. **TERM.** Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.
- IV. **PURPOSE:**
 - A. The Purpose for which the Corporation is organized is: To receive and administer a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section §501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code") and to give funds and property from time to time to other organizations to be used or held for use directly in carrying out one or more of such purposes. Among those purposes is:
 - B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation.
 - C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on not-for-profit corporations under the laws of the State of Florida.
 - D. **Tax-Exempt Status for Educational Association.** This Corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax-exempt status of the Corporation under §501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the Corporation, current or accumulated, shall inure to the benefit of any private individual.
 - E. **Initial Objectives.** The specific charitable, scientific, literary, and educational objectives of this Corporation are to organize and operate a not-for-profit debt management and debt consolidation counseling service in Boynton Beach, Florida.

V. POWERS.

- A. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.
- B. The Corporation shall not issue shares of stock and shall not distribute any part of its income to its members, directors or officers; provided, however, that the Corporation may pay compensation in a reasonable amount to its members, directors or officers and employees for services rendered and may confer benefits upon its members in conformity with its purposes.

VI. LIMITATIONS. The Corporation shall be operated exclusively for charitable, educational and scientific purposes as a not-for-profit corporation. No individual director or member of the Corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any director, trustee, officer, member of any private shareholder or individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

VII. DIRECTORS.

- A. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.
- B. Number. The number of Directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than three (3) Directors, and, in the absence of any such determination, shall be three Directors.
- C. Election; removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.
- D. Initial Directors. The names and addresses of the members of the initial Directors to hold office until the first annual meeting of members and until their successors shall have been elected and qualified according to the by-laws, are:

<u>Name</u>	<u>Address</u>
Joseph Pisicchio	7710 Colony Drive Boynton Beach, FL 33436
Lawrence Walensky	2081 Misty Hollow Drive Wall, New Jersey 07719
Florence G. Walensky	2081 Misty Hollow Drive Wall, New Jersey 07719

VIII. MEMBERS. Qualification for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation.

IX. REGISTERED AGENT. This Corporation appoints: Jonathan P. Kross, 2461 West Hillsboro Boulevard, Deerfield Beach, FL 33442, who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing with the Florida Corporation Commission of a statement in accordance with F.S. 617.1509.

X. INCORPORATOR.

The name and street address of the person signing these Articles is:

Name

Address

Jonathan P. Kross

2461 West Hillsboro Boulevard
Deerfield Beach, FL 33442

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Florida Corporation Commission for filing.

XI. BYLAWS. The Bylaws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

XII. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS.

A. Subject to the provisions of this Article, the Corporation shall indemnify any and all its existing and former directors, officers, employees and agents against all expenses incurred by them and each of them including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of services or employment as director, officer, employee or agent of the Corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the Corporation whether the legal action brought or threatened is by or in the right of the Corporation or by any other person.

B. Whenever any existing or former director, officer, employee or agent shall report to the president of the Corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her services or employment as a director, officer employee or agent of the Corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

C. If the Board of Directors determines in good faith that such person did not act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall

be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the Corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Corporation at its own expense and through counsel of its own choosing, to defend him or her in the action.

- XIII. **AMENDMENT OF ARTICLES OF INCORPORATION.** These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of this Corporation at a meeting called for that purpose; provided, however, that in no event shall the purposes of this Corporation be changed, and Articles 5, 6 and 12 hereof shall not be altered or amended in any manner or way whatsoever.
- XIV. **DISSOLUTION.** In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(3)(c) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law, or to the federal, state, or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of April, 2001.



Jonathan P. Kross
INCORPORATOR

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Credit Management Associates, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, has named

Jonathan P. Kross, Esq.

located at: 2461 West Hillsboro Boulevard
Deerfield Beach, FL 33442

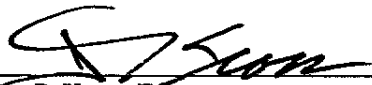
as its agent to accept service of process within this State.

The principal office of the Corporation shall be:

ACCEPTANCE BY REGISTERED AGENT

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 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.

DATE: April 9, 2001


Jonathan P. Kross, Esq.
(561) 394 - 5400
2461 West Hillsboro Boulevard
Deerfield Beach, FL 33442

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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