

TRANSMITTAL LETTER

N01000003093

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

SUBJECT: CLEARADEBT, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

600004043246--4
-04/23/01--01051--015
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John S. Ferretti, Esq.
Name (Printed or typed)

5122 Avenue N
Address

Brooklyn, New York 11234
City, State & Zip

718-377-2300
Daytime Telephone number

2001 MAY -2 PM 3:05
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

524
W01-9203

gf 5/2/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

2001 MAY -2 PM 3:05

SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 24, 2001

JOHN S. FERRETTI, ESQ.
5122 AVENUE N
BROOKLYN, NY 11234

SUBJECT: CLEARADEBT, INC.
Ref. Number: W01000009203

We have received your document for CLEARADEBT, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

A NON-PROFIT CORPORATION CANNOT HAVE SHARES OF STOCK OR STOCKHOLDERS.

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) 487-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 001A00024233

**NOT FOR PROFIT ARTICLES OF INCORPORATION
OF
CLEARADEBT, INC.**

2001 MAY -2 PM 3:05
SEC. OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME

The name of the Corporation shall be: **CLEARADEBT, INC.**

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this Corporation shall be:
300 Layne Boulevard, Suite 107, Hallandale Beach, Florida 33009.

ARTICLE III. PURPOSE

The specific purposes for which the Corporation is organized is (are):

To assist needy debtors to improve their finances through educating them as to better means of managing their money and seeking for them, if appropriate, an extension or other reorganization of their debts;

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE IV. MANNER OF ELECTION

This Corporation shall have three (3) Directors initially. The method of election of Directors is as stated in the By Laws.

ARTICLE V. INITIAL DIRECTORS

The names and addresses of the initial Directors are:

ROBERT H. KIM: 436 Pinehill Road, Leonia, New Jersey 07605,

DENNIS VAISBERG, 2149 East 13th Street, Brooklyn, New York 11229,

CHO YOUNG KIM, 1590 Anderson Avenue, Apt. 18A, Fort Lee, New Jersey 07024

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The Florida street address of the initial registered office of this Corporation is: 300 Layne Boulevard, Suite 107, Hallandale Beach, Florida 33009. The name of the initial registered agent of this Corporation, at that address, is: GAETANO BARBIERI.

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator is: ROBERT H. KIM: 436 Pinehill Road, Leonia, New Jersey 07605.

ARTICLE VIII. ADDITIONAL PROVISIONS

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and members:


(a) The Corporation shall not have members. The Directors shall exercise all of the rights and powers of members.

(b) Provisions regarding the distribution of assets upon dissolution are as follows: Upon the termination, dissolution, or winding up of the Corporation in any

manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific, or educational purposes and only for exempt purposes as described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or to, or for, the use of the Federal government or a state or local government exclusively for a public purpose.


(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

IN WITNESS WHEREOF, the undersigned subscriber as executed these
Articles of Incorporation on this 6th day of April 2001.


ROBERT H. KIM, Incorporator

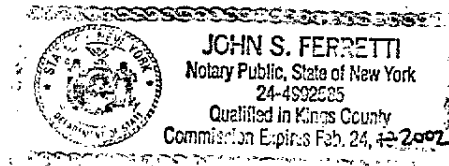
STATE OF NEW YORK)
) ss.:
COUNTY OF KINGS)

The foregoing instrument was acknowledged before me this 6th day of
April, 2001, by ROBERT H. KIM, who is personally known to me.



Notary Public

My commission expires:

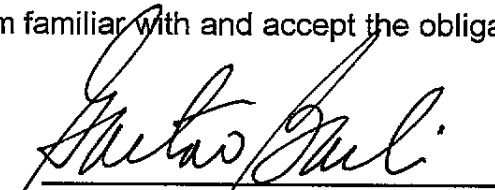


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted: That CLEARADEBT, 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 300 Layne Boulevard, Suite 107, Hallandale Beach, Florida 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,
Registered Agent

FILED
2001 MAY -2 PM 3:05
CLERK OF STATE
TALLAHASSEE FLORIDA