

NO10000005397

Howard L. Schwartz, P.A.

6501 Congress Avenue
Suite 120
Boca Raton, Florida 33487

Howard L. Schwartz, Esquire
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Hope Kamstra, CPA

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July 20, 2001

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

RE: CREDIT COUNSELOR'S OF FLORIDA, INC.
CREDIT EXPRESS, INC.
CREDIT DEBIT USA, INC.
CREDIT COUNSELING EXPRESS, INC.

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-07/27/01--01073--001
****280.00 *****70.00

Dear Sir/Madam:

Enclosed, please find the original and one copy of the Articles of Incorporation for the above referenced corporations, together with our check in the amount \$280.00, \$35.00 for each filing fees and \$35.00 for each registered agent designation.

After filing, please return one copy (stamped filed) of said Articles to this office.

If you have any questions, please contact me.

Very truly yours,
Howard L. Schwartz, P.A.

Howard L. Schwartz
Howard L. Schwartz
HLS/sl

Corel/Clients/May.S/SecofState.072001

FILED
01 JUL 27 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Howard Schwartz GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name of Corp, IV manner OF FILE IV Address
DATE 7-31
DOC. EXAM CB

C. BLALOCK JUL 31 2001

ARTICLES OF INCORPORATION

OF

CREDIT DEBT USA, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, desiring to form a Non-Profit Corporation for the purposes hereinafter stated, under and pursuant to Chapter 617 of the Florida Statutes, do hereby declare as follows:

I. NAME

The name of the Corporation shall be CREDIT DEBT USA, INC.

II. BUSINESS AND POWERS

The Non-Profit Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida including but not limited to the following rights:

SECTION A: To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the Government of the United States or any state, territory, or possession thereof or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the corporation laws of this state.

SECTION B: To carry on its operations and conduct business in any state, in the District of Columbia, in any territory, dependency, or possession of the United States, and in any foreign country.

SECTION C: To borrow or raise money without limit as to amount; to sell, create security interests in, pledge and otherwise dispose of

and/or realize upon books of accounts and other choses in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects or purposes of this Corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interest in, or pledge of or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this Non-Profit Corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may from time to time determine, to sell, exchange, pledge, offer for discount or otherwise dispose of any or all such bonds, debentures, notes or other obligations.

SECTION D: To lend money to other persons, partnerships, associations, and corporations, secured by mortgage or other lien on real estate, or pledge of security interests in personal property, or without security, but only to the extent permitted a business corporation under the non-profit corporation law of this state.

SECTION E: To acquire, by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and goodwill of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property or its

own or other securities; to hold, operate, reorganize, liquidate sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired.

SECTION F: To acquire by purchase, exchange, lease, or otherwise and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein wheresoever situate.

SECTION G: To employ, hire, and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this Corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

SECTION H: To invest and deal with the funds of this Non-Profit Corporation in any manner, and to acquire by purchase or otherwise the stocks, bonds, notes, debentures, and other securities and obligations of any government, state, municipality, corporation, association, or partnership, domestic or foreign and, while owner of any such securities or obligations, to exercise all the rights, powers, and privileges of ownership, including among other things, the right to vote thereon for any and all purposes.

SECTION I: To enter into any partnership, limited or general, as a limited or general partner, or both, and to enter into any other

arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which this Non-Profit Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this Corporation.

SECTION J: To organize or cause to be organized under the laws of any state of the United States, or the District of Columbia, or of any territory, dependency, or possession of the United States, or any foreign country, a corporation or corporations for the purpose of transacting, promoting, or carrying on any or all of the objects or purposes for which this Non-Profit Corporation is organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged, or consolidated.

SECTION K: From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this Non-Profit Corporation or of any corporation in which or in the welfare of which the corporation has an interest, and those actively engaged in the conduct of this Non-Profit Corporation's business in the profits of the corporation and its legitimate expenses, and for the furnishing to such employees and persons or any of them, at this Corporation's expense, of medical services, insurance against accident, sickness, or death,

pensions during old age, disability, or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

SECTION L: To cause or allow the legal title, or any estates, rights, or interests in any property owned, acquired, controlled, or operated by this Corporation to remain or to be vested in the name of any person, firm, organization, association, or corporation, as agent, trustee, or nominee of this Non-Profit Corporation, upon such terms or conditions which the Board of Directors may consider for the benefit of this Non-Profit Corporation.

SECTION M: To carry on any of the businesses hereinbefore enumerated for its own account, or for the account of others, and to act as agent for others with respect to any of such businesses and to carry on any other business which may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to aid, conduct, manage, or operate any lawful enterprise in relation to the foregoing.

SECTION N: To have one or more offices and to do each and every thing necessary or proper for the accomplishments of one or more of the purposes or the attainment of any one or more of the objects hereinbefore enumerated, or conducive to or expedient for the interest or benefit of the Corporation and, in general, to enjoy

all the rights and privileges of the Corporation not for profit governed by the laws of the State of Florida, it being expressly provided that the enumeration of any specific business or power herein shall not be held to limit or restrict in any manner any other business or power of said Corporation.

III. PURPOSE

The purpose of this Non-Profit Corporation is to assist our local community in providing a safe meeting place, positive social environment, and transition into a drug free workplace, for the youth between the ages of twelve (12) and eighteen (18).

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

IV. USE OF PROCEEDS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, if any, 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 III 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 (a) 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 (b) 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.

V. MINIMUM CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than one hundred (\$100.00) dollars.

VI. TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

VII. PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 6501 Congress Avenue, Suite 120, Boca Raton, FL, 33487

VIII. BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than nine (9).

IX. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors, who subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and

shall have qualified are:

NAME and ADDRESS:

Howard L. Schwartz
6501 Congress Avenue
Suite 120
Boca Raton, FL 33487

John Messina
3275 W. Hillboro Blvd.
Suite 110
Deerfield Beach, FL 33442

Samuel F. May, Jr.
3275 W. Hillsboro Blvd.
Suite 110
Deerfield Beach, FL 33442

The Corporation shall have BOARD OF DIRECTORS who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights a privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Members are as follows:

X. INCORPORATORS

The names and street addresses of the initial incorporator is:

NAME and ADDRESS:

Samuel F. May, Jr.
3275 W. Hillsboro Blvd.
Suite 110
Deerfield Beach, FL 33442

XI. MANAGEMENT

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida including, without limitation, the power:

SECTION A: To hold meetings, to have one or more offices, and to keep the books of the Corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter, and repeal By-Laws of the Non-Profit Corporation, subject to the reserved power of the stockholders to make, alter and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the members, and no member shall have any right to inspect any account, record, book, or document of the Corporation, except as conferred by the laws of the State of Florida.

SECTION D: To fix and determine from time to time an amount to be set apart out of any of the funds of the Corporation available for a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION E: To make lawful disposition of any paid-in capital or capital surplus, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

SECTION F: From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter, or change one or more plan or plans for:

1) The participation by any or all of the employees, officers, or Directors of the Non-Profit Corporation, or of any subsidiaries in the profits of the Non-Profit Corporation, or of any subsidiaries, at the expense, wholly or in part, of the Non-Profit Corporation, of insurance against accident, sickness or death, pensions during old age, disability, or unemployment, or retirement benefits.

SECTION G: From time to time to authorize and issue obligations of the Non-Profit Corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertability, or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging or, granting a security interest in, or pledging of, as security therefor, any part or all the property of the Non-Profit Corporation, real or personal, including after acquired property.

XII. INDEBTEDNESS

The highest amount of indebtedness or liability to which this Non-Profit Corporation may at any time, subject itself to is unlimited.

XIII. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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.

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certification if so provided in the bylaws.

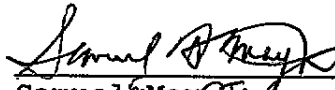
XIV. INITIAL REGISTERED OFFICE AND AGENT

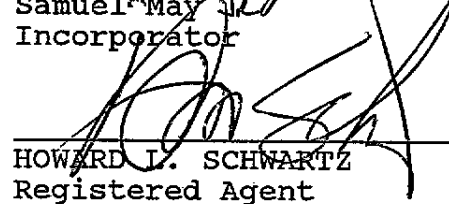
The street address of the initial registered office of this Non-Profit Corporation is 6501 Congress Avenue, Suite 120, Boca Raton, FL, 33487 and the name of the initial registered agent of this Non-Profit Corporation at that address is HOWARD L. SCHWARTZ.

XV. EFFECTIVE DATE

The effective date of this Non-Profit Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at 6501 Congress Avenue, Suite 120, Boca Raton, Florida 33487, Palm Beach County, Florida this 21 day of July, 2001.



Samuel May Jr.
Incorporator


HOWARD L. SCHWARTZ
Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21 day of July, 2001, by Samuel May Jr. who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC:

sign: _____

print: _____

John MESSINA
State of Florida at Large (Seal)
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 pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that CREDIT DEBT USA, INC. , desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, 6501 Congress Avenue, Suite 120, Boca _____ has named HOWARD L. SCHWARTZ, as its agent whose office address is 6501 Congress Avenue, Suite 120, Boca Raton, FL 33487, to accept service of process within this state.

Having been named to accept service of process for the above-stated Non-Profit Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



HOWARD L. SCHWARTZ
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA