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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 8, 2001

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

600004629686--3
-10/10/01--01042--008
*****78.75 *****78.75

Re: Helpline, Inc.

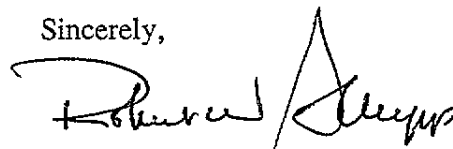
Dear Sir,

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with my check in the amount of \$78.50 for filing same and certified copy.

Thank You for your usual prompt attention to these matters.

Please return letter of acknowledgment along with the certified copy to my office.

Sincerely,


Robert W. Schupp

RWS:cd

W01000023543

B. Mitchell OCT 18 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 10, 2001

ROBERT W. SCHUPP
1760 SHADOWOOD LN
STE 401
JACKSONVILLE, FL 32207

SUBJECT: HELPLINE, INC.
Ref. Number: W01000023543

We have received your document for HELPLINE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6930.

Barbara Bostick
Document Specialist
New Filings

Letter Number: 601A00056502

**ARTICLES OF INCORPORATION
OF
HELPLINE OF NORTHEAST FLORIDA, INC.**

I, the undersigned Incorporator, do hereby enter into and file these Articles of Incorporation, for the purpose of forming a corporation not for profit under the laws of the State of Florida, and to that purpose, subscribe to the following Charter and Articles of Incorporation:

ARTICLE I

The name of this corporation shall be Helpline of Northeast Florida, Inc., and said corporation shall be located in Jacksonville, Florida.

The principle place of business and mailing address of this non-profit corporation shall be as follows:

Helpline of Northeast Florida, Inc.
1760 Shadowood Lane, Suite 401
Jacksonville, FL 32207

ARTICLE II

The purpose for which this non-profit corporation is organized is to provide credit counseling, budgeting skills, orientation of the legal rights of consumers, and other financial services to prospective home purchasers; to establish educational scholarships, housing assistance, and other counseling services to consumers in need of such services.

ARTICLE III

The manner in which Directors, if any, are elected or appointed, shall be set forth in the By-Laws of this corporation.

ARTICLE IV

The name and address of the sole Incorporator of this Charter and Articles of Incorporation is as follows:

Robert W. Schupp
1760 Shadowood Lane, Suite 401
Jacksonville, FL 32207

The signature of the above sole Incorporator appears at the end of these Articles of Incorporation.

ARTICLE V

The initial Registered Agent of this non-profit corporation shall be:

Robert W. Schupp
1760 Shadowood Lane, Suite 401
Jacksonville, FL 32207

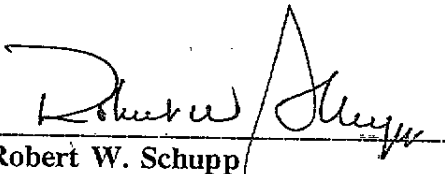
ARTICLE VI

The existence of this non-profit corporation shall be perpetual, unless sooner dissolved in accordance with applicable Florida law.

ARTICLE VII

Amendments to these Articles of Incorporation may be made by the undersigned sole Incorporator or by a majority of the Board of Directors if the By-Laws of this non-profit corporation provide for the establishment of a Board of Directors in the future.

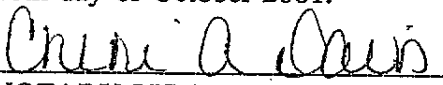
IN WITNESS WHEREOF, I, the undersigned sole Incorporator, have hereunto set my hand and seal this 16th day of October 2001, for the purpose of forming this corporation not for profit under the laws of the State of Florida, pursuant to Florida Statutes, Chapter 617, and I do hereby swear that it is my intent to carry out the purposes and objectives herein set forth in good faith.

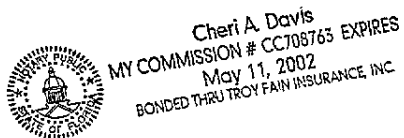

Robert W. Schupp
Incorporator

**STATE OF FLORIDA
COUNTY OF DUVAL**

BEFORE ME, the undersigned authority, personally appeared **Robert W. Schupp**, who is personally known to me, and who acknowledged before me that he is the sole Incorporator of the foregoing Charter and Articles of Incorporation, and that the statements contained therein are true and correct.

Sworn to and subscribed before me this
16th day of October 2001.

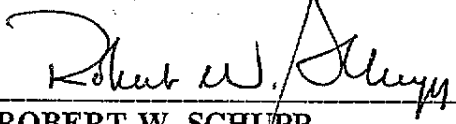

NOTARY PUBLIC, State of Florida
My Commission Expires:




ACCEPTANCE OF REGISTERED AGENT

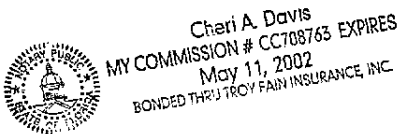
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared **Robert W. Schupp**, who is personally known to me, and acknowledged his acceptance as the initial Registered Agent of Helpline of Northeast Florida, Inc., with the initial Registered Agent address of 1760 Shadowood Lane, Suite 401, Jacksonville, FL 32207.


ROBERT W. SCHUPP

Sworn to and subscribed before me this
16th day of October 2001.


NOTARY PUBLIC, State of Florida
My Commission Expires:



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OCT 16 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA