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Florida Department of State

Division of Corporations

Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number

: (850)205-036l

From:

Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

: (305)634-3694

Fax Number

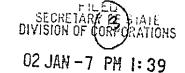
: (305)633-9696

FLORIDA NON-PROFIT CORPORATION

FEDERATED FINANCIAL DEBT MANAGEMENT GROUP, INC.

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ARTICLES OF INCORPORATION OF

FEDERATED FINANCIAL DEBT MANAGEMENT GROUP, INC.

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles

ARTICLE I NAME

The name of the corporation shall be:

FEDERATED FINANCIAL DEBT MANAGEMENT GROUP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3275 W. HILLSBORO BLVD. SUITE 207 DEERFIELD BEACH, FL 33442

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(are):

FEDERATED FINANCIAL DEBT MANAGEMENT GROUP, INC. is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law,

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive

These Articles of Incorporation Prepared By: Anthony G. Coleman, Jr., Esq. 3275 West Hillsboro Boulevard Suite 207 Deerfield Beach, Florida 33442 (954) 354-2785 Florida Bar Number 368563

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Ի՛լլել SECRETARY OF STATE DIVISION OF CORPORATIONS

ANUARY 4, 2002

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ARTICLE IV MANNER OF ELECTION OF DIRECTORS 02 JAN -7 PM 1:39

The manner in which the Directors are elected or appointed is:

The initial directors are to be appointed by the incorporator to these articles. The names and addresses of the initial Board of Directors are: RITA MILLER

TED WEINTRAUB ANDREW EISENBERG 3275 W. HILLSBORO BLVD. SUITE 207 DEERFIELD BEACH, FL 33442

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

ANTHONY G. COLEMAN, JR.

3275 W. HILLSBORO BLVD, SUITE 207

DEERFIELD BEACH, FL 33442

The undersigned has (have) executed these Articles of Incorporation this

ANTHONY G. COLEMAN, JR., Incorporator

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

ANTHONY G. COLEMAN, JR.

3275 W. HILLSBORO BLVD. SUITE 207

DEERFIELD BEACH, FL 33442

SIGNATURE

TITLE: MCORPORATOR

DATE:

JANUARY 4, 2002

Having been named as registered agent 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 eapacity. 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 accompanie obligations of my position as registered agent.

JANUARY 4, 2002

Date

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