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FLORIDA NON-PROFIT CORPORATION

PERSONAL CREDIT COUNSELING, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida not-for-profit corporation is:

PERSONAL CREDIT COUNSELING, INC.

Article II. Address

The mailing address of the Corporation is:

Personal Credit Counseling, Inc.
6430 Brava Way
Boca Raton, FL 33433

Article III. Purpose

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, so far as permitted by Code Section 501(c)(3), including the following: provide education and counseling for the public and for individuals who are experiencing financial and debt related difficulties, particularly those with unsecured debt which has become unmanageable, by providing education, counseling, and assistance to accomplish bill consolidation in order to result in lower monthly payment commitments and to reduce the incidence of bankruptcy, as well as providing charitable grants, scholarships and support to educational and charitable not-for-profit organizations to support and promote those organizations' purposes and activities. All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Stuart E. Bloch, Esq., Florida Bar No. 886459
Bloch, Minerley & Fein, P.L.
980 N. Federal Highway, Suite 412
Boca Raton, FL 33432
(561) 362-6699

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Randy M. Brotman
6430 Brava Way
Boca Raton, FL 33433

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Section 170(a).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Stuart E. Bloch, Esq., Florida Bar No. 886459
Bloch, Minerley & Fein, P.L.
980 N. Federal Highway, Suite 412
Boca Raton, FL 33432
(561) 362-6699

Randy M. Brotman
Jeffrey L. Klein
Ruth Yosi

Article VIII. Incorporator

The name and address of the incorporator is:

Randy M. Brotman
6430 Brava Way
Boca Raton, FL 33433

Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit fund, foundation or corporation that has established its tax exempt status under Code Section 501(c)(3).

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of the filing of these Articles of Incorporation with the Florida Department of State.

The authorized representative of the incorporator executed these Articles of Incorporation on
JULY 26, 2002.


RANDY M. BROTMAN

Stuart E. Bloch, Esq., Florida Bar No. 886459
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT OFFICE**

CORPORATION:

Personal Credit Counseling, Inc.

REGISTERED AGENT/OFFICE:

Randy M. Brotman
6430 Brava Way
Boca Raton, FL 33433

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


RANDY M. BROTMAN

DATE: JULY 26, 2002

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