

No 28888005807

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July 24, 2002

Department of State
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399

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Re: Articles of Dissolution for Consumer Resource Center, Inc., For Profit Corporation;
Articles of Incorporation for Consumer Resource Center, Inc. as a Not for Profit Corporation

Dear Sir or Madam:

Please first file the enclosed Articles of Dissolution for Consumer Resource Center, Inc., a For Profit Corporation, which is accompanied by the required \$35.00 fee.

Secondly, please file the enclosed Articles of Incorporation for Consumer Resource Center, Inc. a Not for Profit Corporation, and Certification of Designation for registered agent for the company, which is accompanied by a check in the amount of \$78.75 representing the filing fees and cost for a certified copy of same. Please forward the certified copy of the recorded documents to the following address:

Gary A. Feder, Esq.
Feder & Dunn, P.A.
11575 Heron Bay Blvd.
Suite 309
Coral Springs, FL 33076

We thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact our offices at 954-575-7272.

Sincerely,

Gary A. Feder, Esq.

7-31-02
wc

FEDER & DUNN, P.A.

ATTORNEYS AT LAW

11575 HERON BAY BOULEVARD

SUITE 309

CORAL SPRINGS, FLORIDA 33076

TELEPHONE: 954-575-7272

FACSIMILE: 954-575-9750

GARY A. FEDER
KENNETH J. DUNN
BOTH ADMITTED IN FL & NJ

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July 31, 2002

Department of State
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399

Re: **Consumer Resource Center, Inc.**

Dear Sir or Madam:

This will confirm that Consumer Resource Center, Inc., a "for" profit corporation has no intention to revoke its dissolution filing and hereby makes the name Consumer Resource Center, Inc. immediately available. We thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact our offices at 954-575-7272.

Yours Truly,


Kenneth J. Dunn, Esq.

**ARTICLES OF INCORPORATION
OF
CONSUMER RESOURCE CENTER, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Consumer Resource Center, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

Consumer Resource Center, Inc.
1801 South Federal Highway
Suite 303
Delray Beach, FL 33483

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ARTICLE III

Said corporation is organized exclusively for charitable 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 tax code and consistent therewith:

- (a) to help minimize the economic distress due to the excessive incurrence of consumer debt;
- (b) to help reduce the number of personal bankruptcies traceable to such economic difficulties;
- (c) to decrease the economic losses to individuals, creditors and the community at large resulting from such bankruptcies;
- (d) to relieve the unwarranted financial burdens on wage earners and their dependants;
- (e) to provide an economically feasible means whereby existing specialized counseling skills can be brought to bear on this general problem;

(f) to teach financial literacy and provide preventive education on money management topics; and

(g) to seek creditor cooperation in cutting interest rates, eliminating service fees, waiving late fees and over the limit fees and stop collection activity.

ARTICLE IV

The manner in which the directors of the corporation are elected or appointed shall be set by the bylaws of the corporation.

ARTICLE V

The corporation shall indemnify to the fullest extent permitted by the Florida Not For Profit Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Not For Profit Corporation Act.

ARTICLE VI

(a) No part of the net earnings of the corporation shall inure to the benefit or, 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 Three 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.

(b) Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning 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 purpose.

(c) The corporation will distribute its income for each year at a time and in a matter as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(f) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(g) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

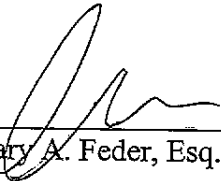
The initial registered agent of the corporation is Gary A. Feder, Esq. The street address of the corporation's initial registered office is Feder & Dunn, P.A., 11575 Heron Bay Blvd., 309, Coral Springs, FL 33076.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is

Gary A. Feder, Esq.
Feder & Dunn, P.A.
11575 Heron Bay Blvd.
Suite 309
Coral Springs, FL 33076

The undersigned incorporator has executed these Articles of Incorporation this 24
day of July, 2002.



Gary A. Feder, Esq., Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

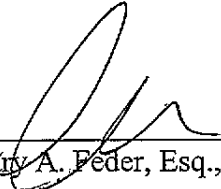
Pursuant to the provisions of sections 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is Consumer Resource Center, Inc.

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

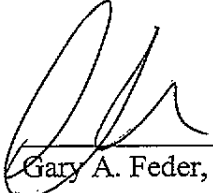
Gary A. Feder, Esq.
Feder & Dunn, P.A.
11575 Heron Bay Blvd.
Suite 309
Coral Springs, FL 33076

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02 JUL 30 PM 1:48



Gary A. Feder, Esq., Incorporator / Date 7/24/02

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 TO AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. 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 ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Gary A. Feder, Esq.

Date: 7/24/02