TRANSMITTAL LETTER

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

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee \$78.75

Filing Fee &

Certificate of

Status

\$78.75

Filing Fee

& Certified Copy

\$87.50

Filing Fee,

Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM: FRIC SMAN
Name (Printed or typed)

NOTE: Please provide the original and one copy of the articles.

FILED

02 AUG 20 PM 1: 06

ARTICLES OF INCORPORATION OF PROACTIVE CREDIT COUNSELING SERVICES INC

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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 of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be:

PROACTIVE CREDIT COUNSELING SERVICES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2436 N. Federal Highway #205
Lighthouse Point, Florida 33064

ARTICLE III - PURPOSE(S)

The specific purpose(s) for which the corporation is organize is (are);

To provide education to the general public and all consumers with respect to overall financial obligations and the risks which may arise from credit card debt.

PROACTIVE CREDIT COUNSELING SERVICES, 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 any 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 organization 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 public purposes.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are elected or appointed is:
The initial directors are to be appointed by the incorporators to these articles.
The names and addresses of the initial Board of Directors are:

Eric K. Osman Desiree P. Schmidt Donald Calloway 2436 N. Federal Highway #205 Lighthouse Point, Florida 33064

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ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

SECRETARY OF STATE

The name and street address of the initial Registered Agent Office and the Principal Office of the AHASSEE, FLORIDA Corporation shall be:

Eric K. Osman 2436 N. Federal Highway Suite #205

Lighthouse Point, FL 33064

The undersigned has (have) executed these Articles of Incorporation this 16th day of August, 2002.__

ERIC K. OSMAN, REGISTERED AGENT

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 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 obligations of my position as registered agent.

ARTICLE VI - INCORPORATOR

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

ERIC K. OSMAN 2436 N. Federal Highway Suite #205 Lighthouse Point, FL 33064

ERIC K. OSMAN, INCORPORATOR