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DIVISION OF CORPORATIONS  
03 JAN 21 PM 2:09

T. SMITH JAN 28 2003

LAW OFFICES  
OF  
MICHAEL J. COMERFORD, P.C.

1225 FRANKLIN AVENUE, SUITE 475

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3 NEW YORK PLAZA, 8TH FLOOR  
NEW YORK, NY 10004  
212-785-3485

*Reply to Garden City Office*

January 15, 2003

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

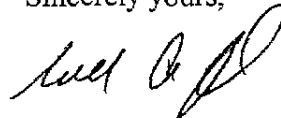
Re: Triumph Debt Solutions, Inc.

Dear Sirs/Madam:

This firm represents the above-referenced company. We have enclosed an original and two copies of the Articles of Incorporation, as well as a check in the amount of \$87.50 for the filing fee, certified copy and Certificate of Status.

Please return the certified copy and Certificate of Status, in the enclosed self-addressed, stamped envelope, to the attention of the undersigned.

Sincerely yours,



Michael J. Comerford

MC/ca  
Enclosure

**ARTICLES OF INCORPORATION  
OF  
TRIUMPH DEBT SOLUTIONS, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I**

Name

The name of the Corporation shall be:

TRIUMPH DEBT SOLUTIONS, INC.

**ARTICLE II**

Address

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

1060 Maitland Center Commons  
Suite 270  
Maitland, Florida 32751

**ARTICLE III**

Purpose

a. The Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. The specific purposes for which the corporation is organized are:

To assist needy debtors to improve their finances through educating them as to better means of managing their money and seeking for them, if appropriate, an extension or other reorganization of their debts;

The Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

03 JAN 21 PM 2:09

SECRETARY OF  
DIVISION OF CORPORATIONS

b. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and members:

- (i). The Corporation shall not have members. The directors shall exercise all of the rights and powers of members.
- (ii). Provisions regarding the distribution of assets upon dissolution are as follows: Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific, or educational purposes and only for exempt purposes as described in Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code or to, or for, the use of the federal government or a state or local government exclusively for a public purpose.
- (iii). No part of the net earnings of the Corporation shall inure to the benefit of, 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 this furtherance of the purposes set forth in Article Third. 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 (i) 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 (ii) 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.

#### **ARTICLE IV**

##### **Initial Registered Office and Agent**

The name and Florida street address of the initial registered office of the Corporation is:

1060 Maitland Center Commons  
Suite 270  
Maitland, Florida 32751

The name of the registered agent of the Corporation, at that address, is Peter Hopper.

#### **ARTICLE V**

##### **Manner of Election of Directors**

The manner in which the directors are elected or appointed is set forth in the By-laws of the Corporation.

#### **ARTICLE VI**

##### **Initial Board of Directors**

The Corporation shall have three directors. The number of directors may be either increased or decreased from time to time pursuant to the By-laws, but shall never be less than three (3). The name and addresses of the initial directors of the Corporation are:

Adrianne Hopper, President  
550 Park Avenue  
Manhasset, NY 11030

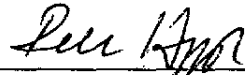
William Spinelli, Vice President  
73 82<sup>nd</sup> Street  
Brooklyn, NY 11209

Peter Lekkas, Secretary  
18 79<sup>th</sup> Street  
Brooklyn, NY 11209

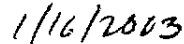
**ARTICLE VII**  
**Incorporator**

The name and address of the person signing these Articles  
is:

Peter Hopper  
1060 Maitland Center Commons  
Suite 270  
Maitland, Florida 32751



\_\_\_\_\_  
Incorporator



\_\_\_\_\_  
Date

ACCEPTANCE BY REGISTERED AGENT

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 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.

*John Apple*

\_\_\_\_\_  
Registered Agent

*1/16/2003*

\_\_\_\_\_  
Date