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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

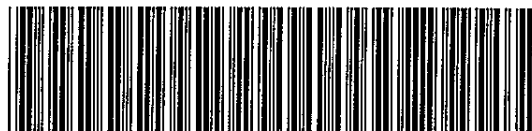
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-29-03
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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: Apex Debt Management, 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
APEX DEBT MANAGEMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

APEX DEBT MANAGEMENT, 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.)

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:

Stephen Javakian, President
875 East 145th Street
Bronx, NY 10455

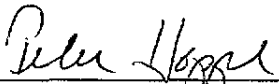
William Spinelli, Vice President
73 82nd Street
Brooklyn, NY 11209

Maria Corcoran, Secretary
42 Beech Street
Point Lookout, NY 11569

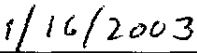
ARTICLE VII
Incorporator

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

FILED

03 JAN 22 PM 2: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Peter Hagen

Registered Agent

1/16/2003

Date