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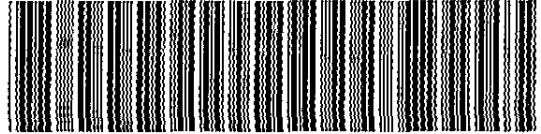
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
STATE OF OHIO

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 138548 9029A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 87.50

ORDER DATE : June 19, 2003

ORDER TIME : 11:05 AM

ORDER NO. : 138548-005

CUSTOMER NO: 9029A

CUSTOMER: Bruce Hurwitz, Esq
Frank Weinberg & Black, P.L.
7805 SW 6th Court
Plantation, FL 33324

DOMESTIC FILING

NAME: A NEW HORIZON CREDIT
COUNSELING SERVICES OF
MISSISSIPPI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING (please have the good
standing reflect that this is a non-profit corporation)

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

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


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03 JUN 19 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: A New Horizon Credit Counseling Services of Mississippi, Inc.

Dear Sir/Madam:

The undersigned hereby consents to the use of the name "A New Horizon Credit Counseling Services of Mississippi" by A New Horizon, Credit Counseling Services, Inc.

Very truly yours,
A New Horizon, Credit Counseling Services, Inc.

By: 
Stephen D. Marcus, President

Dated: June 12, 2003

ARTICLES OF INCORPORATION
OF
A NEW HORIZON CREDIT COUNSELING SERVICES OF MISSISSIPPI, INC.

The undersigned, an incorporator for the purposes of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation ("Corporation") is: A NEW HORIZON CREDIT COUNSELING SERVICES OF MISSISSIPPI, INC.

ARTICLE II

PURPOSES

The purposes for which the Corporation is organized are:

To provide personal credit counseling services, including debt management, debt consolidation and personal financial consulting and ancillary services related thereto to those persons within and without the State of Florida in need of such financial restructuring or debt counseling services;

To provide educational instruction and materials and technical assistance with regard to financial restructuring and debt counseling services;

To assist tax-exempt corporations operating primarily in areas of credit counseling services to further their goals; and

To operate exclusively for charitable, scientific and educational purposes, which activities of the Corporation shall be

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TALLAHASSEE, FLORIDA

consistent with Section 501(c)(3)¹ of the Internal Revenue Code of 1986, as amended (the "Code").

In furtherance of the foregoing, the Corporation shall be authorized:

(a) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the bylaws.

(b) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons.

(c) To distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

(d) To invest and reinvest surplus funds in such securities and properties as the board of directors may from time to time determine.

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

(e) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

(f) To contract and be contracted with, and to sue and be sued.

(g) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but, this shall not be compulsory unless required by law.

(h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

(i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

(j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

(k) The activities of the Corporation shall be consistent with Section 501(c)(3) of the Code.

ARTICLE III

MEMBERSHIP

The Corporation shall not have members.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a board of directors. The conditions of election to the board of directors and the number of directors (which number shall not be less than 3) shall be as provided in the bylaws.

The name and street address of the members of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until a successor is elected and has qualified are:

<u>Name</u>	<u>Address</u>
Stephen D. Marcus	500 Fairway Drive, Suite 108 Deerfield Beach, Florida 33441
Judi Lisbin	500 Fairway Drive, Suite 108 Deerfield Beach, Florida 33441
Rene Carnoto, Jr.	500 Fairway Drive, Suite 108 Deerfield Beach, Florida 33441

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Stephen D. Marcus	500 Fairway Drive, Suite 108 Deerfield Beach, Florida 33441

ARTICLE VII
REGISTERED AGENT

The registered office of the Corporation is 500 Fairway Drive, Suite 108, Deerfield Beach, Florida 33441 and the registered agent of the Corporation at that address is Stephen D. Marcus.

ARTICLE VIII
PRINCIPAL ADDRESS AND MAILING ADDRESS

The principal office address of the Corporation is: 500 Fairway Drive, Suite 108, Deerfield Beach, Florida 33441; and the mailing address of the Corporation is: 500 Fairway Drive, Suite 108, Deerfield Beach, Florida 33441.

ARTICLE IX
DIRECTORS' AND OFFICERS'
COMPENSATION AND INDEMNIFICATION

A. Compensation. A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the board of directors as: (i) a member of the administrative staff of the Corporation, or

(ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the bylaws.

B. Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are stockholders or employees, or in which they are

interested, or between the Corporation and any corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the board of directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the board of directors and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the directors present, such interested director or directors, officer or officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE X

NONPROPRIETARY LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors, or officers of the Corporation, or to any other private person. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

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 any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3), or by an organization contributions to which are deductible under Section 170(c)(2), 2055 and 2522.

ARTICLE XI

DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, and complying with all contractual obligations of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) and are engaged in activities of the type described in Article II

above, as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 purposes.

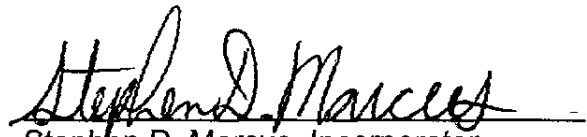
ARTICLE XII

BYLAWS

AMENDMENTS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the directors in accordance with the provisions of the Bylaws.

IN WITNESS WHEREOF, I, the undersigned, being an incorporator of the Corporation, have set my hand and seal this 12th day of June, 2003.


Stephen D. Marcus, Incorporator

CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

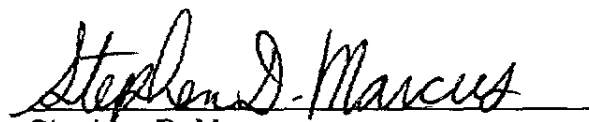
DESIGNATION

A NEW HORIZON CREDIT COUNSELING SERVICES OF MISSISSIPPI, INC., desiring to organize under the laws of the State of Florida, hereby designates STEPHEN D. MARCUS, its registered agent and 500 Fairway Drive, Suite 108, Deerfield Beach, Florida 33441 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above-named corporation, I hereby agree this 12th day of June, 2003 to act in such capacity for such corporation at its registered office.

(Registered Agent)


Stephen D. Marcus