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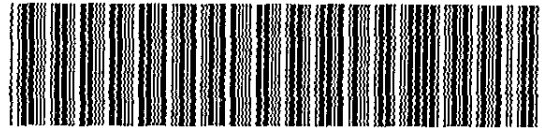
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2003 AUG 28 AM 10:57
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2003 AUG 28 AM 10:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 26, 2003

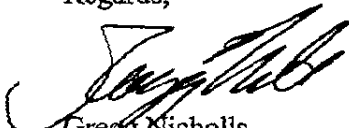
Secretary of State
Department of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: American Debt Settlement, Inc.

TO WHOM IT MAY CONCERN:

This is our acknowledgment that we have requested that the above referenced for-profit corporation be dissolved effective today's date. This is also our acknowledgement that we no longer have any rights to the name American Debt Settlement, Inc.

Regards,



Gregg Nicholls
GEN:ap

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ARTICLES OF INCORPORATION 2003 AUG 28 AM 10:58

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMERICAN DEBT SETTLEMENT, INC.

The undersigned, for the purposes of forming a Corporation Not for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation is **American Debt Settlement, Inc.**

ARTICLE II - PURPOSE

The Purposes for which this corporation is formed are:

1. Primarily to provide nonprofit services for the relief of the poor and distressed by informing the public on personal money management and assisting low-income individuals and families who have financial problems through debt consolidation and credit rehabilitation, exclusively for charitable purposes.
2. Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.
3. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.
4. To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they exist or as they may hereafter be amended.
5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or Member of this corporation, or any other

private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

6. The corporation 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 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.
7. The corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.
8. The corporation shall not retain any excess business holdings as defined by Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.
9. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.
10. The corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.
11. 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) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may be hereafter amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may be hereafter amended.
12. Upon 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, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), 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

the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III - MEMBERSHIP

The two (2) Members of the corporation shall be Alan Silverberg and Brian Schwartz. The Corporation shall admit other Members upon a unanimous vote of the existing Members.

ARTICLE IV - TERM

This Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation in the State of Florida is 10762 Wiles Road 7, Coral Springs, Florida 33067. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

ARTICLE VI - DIRECTORS

The corporation shall have four (2) directors initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than two (2). Directors are elected/appointed as stated in the bylaws.

ARTICLE VII - INITIAL DIRECTORS

The names and street address of the initial Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified are:

Alan Silverberg
21452 Woodchuck Lane
Boca Raton, FL 33428

Brian Schwartz
387 Lakeview Dr.
Coral Springs, FL 33071

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Gregg E. Nicholls, CPA
1900 NW Corporate Blvd., Suite 400 East
Boca Raton, FL 33431

ARTICLE IX – OTHER PROVISIONS

1. Memberships shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
2. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation that shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the Members or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the Members.
3. Any Member present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.
4. If the Bylaws so provide, any action of the members of the Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided by the Bylaws, to the extent now or hereafter to be permitted under the states and laws of the State of Florida.
5. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its Members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefore in any form.
6. The corporation shall indemnify any Director, officer or employee, or former Director, officer or employee of the Corporation, or any person who may have served at its request as a Director, officer or employee of any corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any Director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement

be made and that such Director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

ARTICLE X - REGISTERED OFFICE

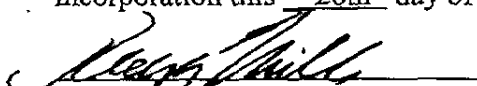
The Registered Agent and registered office of the Corporation shall be

Gregg E. Nicholls, CPA
1900 NW Corporate Blvd., Suite 400 East
Boca Raton, FL 33431

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of August, 2003.


Gregg E. Nicholls

REGISTERED AGENT ACCEPTANCE

I hereby acknowledge that I am familiar with and accept the duties of Registered Agent
for American Debt Settlement, Inc.


Gregg B. Nicholls

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