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(City/State/Zip/Phone #)

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(Business Entity Name)

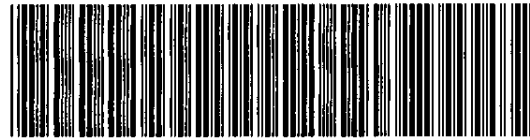
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Special Instructions to Filing Officer:

WH-43876

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08/22/11--01019--016 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 SEP -9 PM 4:29

APPROVED
AND
FILED

August 14, 2011

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: G-1 Credit Counseling Services Inc.

To Whom It May Concern:

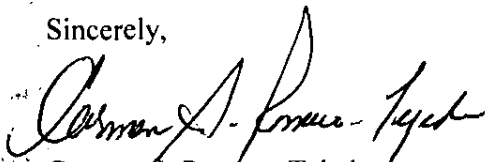
The enclosed Articles of Incorporation are submitted to file and register the aforementioned entity as a "Corporation Not for Profit" in accordance with s.617.0202 F.S.

Please return all correspondence concerning this matter to:

Carmen S. Romero-Tejeda
CST Business & Financial Services
7800 N. University Drive, Suite 304
Tamarac, FL 33321

For further information concerning this matter, please contact me, the undersigned at (954) 323-8224.

Sincerely,



Carmen S. Romero-Tejeda
Business Consultant



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 23, 2011

CARMEN S. ROMERO-TEJEDA
7800 N. UNIVERSITY DRIVE, SUITE 304
TAMARAC, FL 33321

SUBJECT: G-1 CREDIT COUNSELING SERVICES INC.
Ref. Number: W11000043876

We have received your document for G-1 CREDIT COUNSELING SERVICES INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 411A00019727

APPROVED
AND
FILED

11 SEP -9 PM 4:29

**ARTICLES OF INCORPORATION
OF
G-1 CREDIT COUNSELING SERVICES INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be **G-1 Credit Counseling Services Inc.**, a Florida not-for-profit corporation, hereafter referred to as "the Corporation" organized under the State of Florida Corporation Not-for-Profit Law (Chapter 617, F.S.). The corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the corporation shall be presently located at 7800 N. University Drive, Suite 304, Tamarac, FL 33321. The non-for-profit corporation shall have full power and authority to change the principal office from one location to another by majority vote of its Board of Directors.

ARTICLE III

REGISTERED AGENT

The name and address in the State of Florida of this nonprofit corporation's initial agent for service of process is:

CST BUSINESS & FINANCIAL SERVICES
(a division of CST Business Group LLC)
7800 N. University Drive, Suite 304
Tamarac, FL 33321

ARTICLE IV

PURPOSES AND LIMITATIONS

The specific and primary purposes of the non-profit corporate are to provide assistance to individuals who are experiencing financial and debt-related difficulties. In furtherance of such purposes, the Corporation may, inter alia, provide:

1. Counseling on credit and budgeting matters
2. Housing counseling, focusing on the issues faced by homeowners that are experiencing financial difficulties and individuals attempting to obtain credit to purchase a home; and
3. Distribution of credit and housing related educational information.

1. The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes within the meaning of Sec. 501(c) (3), of the Internal Revenue Code of 1986, as now enacted or hereafter amended including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal code.

2. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office, and any advocacy of a particular position or viewpoint must present a sufficiently full and fair exposition of the pertinent facts to permit an individual or the public to form an independent opinion or conclusion.

3. Notwithstanding any other provision of these Articles of Corporation, the corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation or not permitted to be carried on or exercised (a) by a corporation exempt from federal income tax under Code Sec. 501(c) (3), as amended, or (b) by a corporation to which contributions to which are deductible under Code Sec. 170(c)(2) of the Internal Revenue Code or corresponding provision of any future United States Internal Revenue law.

ARTICLE V

TERM

This corporation shall commence existence on the date these Articles of Incorporation are approved by the Secretary of State and thereafter perpetually exist, unless otherwise directed by the Directors and affirmed by the Corporation and members.

ARTICLE VI

MEMBERSHIP

The sole class of members of this corporation shall be its duly elected or appointed officers and directors, unless the directors authorize different classes of membership as provided in the By-Laws. The voting and other rights and privileges of the members, and the ability to dues or assessments and the method of collection thereof, shall be set forth in the By-Laws of the Corporation; provided, however, that neither the members nor the directors of this Corporation, nor any officer thereof by reason of holding such office, shall be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE VII
MANAGEMENT OF CORPORATE AFFAIRS

The management of this Corporation and its corporate or business affairs shall be as provide in the By-Laws and as set forth herein:

A. **Board of Directors.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The initial directors shall be elected by the incorporator(s)/founder(s) of the corporation. Not fewer than three and not more than twenty directors shall be elected as members of the Board of Directors. The Directors need not be residents of the State of Florida.

The Directors named herein as the first Board of Directors shall hold office until the first annual meeting of the members, to be held on the first Tuesday of the month following the approval of these Articles of Incorporation, at which time the election of directors shall be held. The qualifications, method of election, the terms of office, duties, etc of the directors is as set forth in the By-Laws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and address of such first member of the Board of Directors are as follows:

NAME	ADDRESS
Carlos A. Segrera	7800 N. University Drive, Suite 304 Tamarac, FL 33321
Emanuel Barbosa	7800 N. University Drive, Suite 304 Tamarac, FL 33321
Carmen S. Romero-Tejeda	7800 N. University Drive, Suite 304 Tamarac, FL 33321

B. Corporate Officers. The Board of Directors shall elect the officers: President, Vice-President, Secretary, Treasurer, and such other officers as the By-Laws of this Corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President	Carlos A. Segrera
Vice-President	Emanuel Barbosa
Treasurer	Carmen S. Romero-Tejeda

ARTICLE VIII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the purposes set forth above and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any 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 furtherance of the purposes set forth in Article IV hereof to the extent permitted by applicable law.

Any other provision of the law notwithstanding, during any period or periods that this corporation is deemed to be a "private foundation" as defined under the Internal Revenue Code, as amended, this corporation shall do the following:

- (a) Distribution of Income. The corporation shall distribute such of its income (and principal, if necessary) for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Sec. 4942, or corresponding provisions of any subsequent federal tax law.
- (b) Self-Dealing. The corporation shall not engage in any act of self-dealing as defined in Code Sec. 4941(d), or corresponding provisions of any subsequent federal tax law.
- (c) Excess Business Holdings. The corporation shall not retain any excess business holdings as defined in Code Sec. 4943(c), or corresponding provisions of any subsequent federal tax law.
- (d) Investments Jeopardizing Charitable Purpose. The corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944, or corresponding provisions of any subsequent federal tax law.
- (e) Taxable Expenditures. The corporation shall not make any taxable expenditure as defined in Code Sec. 4945(d), or corresponding provisions of any subsequent federal tax law.

ARTICLE IX
DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provisions for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for public or charitable purposes and that has established its tax-exempt status under Code Sec. 501 (c) (3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by any proper court having jurisdiction over the matter, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X
BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not-for-Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, the By-Laws of this corporation may be made, altered, rescinded, added to or new By-Laws may be adopted, either by a resolution of a majority of all members of the Board of Directors, or as provided in the By-Laws.

Incorporation at Tamarac, Florida this 14th day of August, 2011.



Carmen S. Romero-Tejeda, Incorporator
7800 N. UNIVERSITY DRIVE, SUITE 304
TAMARAC, FL 33321

APPROVED
AND
FILED

11 SEP -9 PM 4:29

CERTIFICATE OF DESIGNATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT/OFFICE

NONPROFIT CORPORATION:

G-1 CREDIT COUNSELING SERVICES INC

REGISTERED AGENT/OFFICE:

CST BUSINESS & FINANCIAL SERVICES
7800 N. UNIVERSITY DRIVE, SUITE 304
TAMARAC, FL 33321

CST Business & Financial Services agree to act as registered agent and to accept service of process for the nonprofit corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the position of Registered Agent under section 608.4155, Florida Statutes and other applicable Florida Statutes.

CST BUSINESS & FINANCIAL SERVICES

(A Division of CST Business Group LLC)

By:


Carmen S. Romero-Tejeda, Mngr Member