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TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770
NAME: TADA, INC.
AUDIT NUMBER.....H96000012884
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION
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FLORIDA

September 13, 1996

Secretary of State
P.O. Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

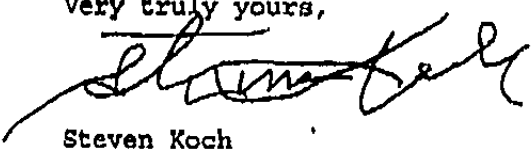
Re: Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for TADA, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

Very truly yours,


Steven Koch

PREPARED BY:
David S Hernandez
210 University Drive #502
Coral Springs, FL 33071
(954) 346-7288

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ARTICLES OF INCORPORATION

H96000012884

OF

TADA, INC.

A Florida Corporation Not-For-Profit

ARTICLE I. NAME

The name of this Corporation is TADA, INC. The principal office and mailing address of this Corporation is 5865 SW 21st, Street, Hollywood, Florida 33023.

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ARTICLE 11. ENABLING LAW

This corporation is organized pursuant to "Florida Not-For-Profit Corporation Act", Chapter 617 Fla. Stat. (1990)

ARTICLE 111. PURPOSES

(a) The specific and primary purpose of which this Corporation is organized is to provide debtor consumer credit counseling.

(b) The general purpose for which this corporation is organized is to transact any and all lawful business for which the Corporation may be incorporated under this chapter.

(c) This Corporation is organized and operated exclusively for debtor consumer credit counseling and other non-profit purposes, and no part of any net earnings shall inure to the benefit of any member, director, or officer. Notwithstanding the foregoing, all employees of the Corporation are entitled to compensation, including but not limited to, salaries, bonuses and fringe benefits.

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(d) This Corporation shall have and exercise all rights and powers conferred upon corporations under laws of the State of Florida; provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purpose as set forth in subparagraph (a) and (b) of this Article.

ARTICLE IV. TERM

This Corporation Shall have perpetual existence.

ARTICLE V. INCORPORATORS

The names and residences of the subscribers to these Article of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Nicholas McGrath	3630 Coconut Road Lake Worth, Florida 33461
Joe Zenko	6143 Plains Drive Lake Worth, Florida 33463
Steven Koch	7745 NW 63rd Avenue Parkland, Florida 33067
Conchita Rivero	4135 SW 96th Avenue Miami, Florida 33165

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ARTICLE VI. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of three (3) Directors. The number of directors herein provided for may be changed by a by-law duly adopted by the members entitled to vote. Directors shall be elected annually by a majority vote of the membership.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Nicholas McGrath	3630 Coconut Road Lake Worth, Florida 33461
Joe Zenko	6143 Plains Drive Lake Worth, Florida 97488
Steven Koch	7745 NW 63rd Avenue Parkland, Florida 33067
Conchita Rivero	4135 SW 96th Avenue Miami, Florida 33165

(b) Elective officers. The officers of this Corporation shall be a President, Vice President, Secretary and Treasurer. Other offices and officers may be established or appointed by members of this Corporation at any regular meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be set forth in the By-Laws.

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The officers who are to serve until the first election of officers under the Articles of Incorporation are:

President/
Treasurer

Steven Koch
7745 NW 63rd Avenue
Parkland, Florida 33067

Vice President

Conchita Rivero
4135 SW 96th Avenue
Miami, Florida 33165

Secretary

Joe Zanko
6143 Plains Drive
Lake Worth, Florida 33463

Vice President

Nicholas Mograth
3630 Coconut Road
Lake Worth, Florida 33461

ARTICLE VIII. LOCATION OF REGISTERED OFFICE:
IDENTIFICATION OF REGISTERED AGENT

(a) The address of this Corporation's initial registered office in the State of Florida is 5865 SW 21st Street, Hollywood, Florida 33023.

(b) The name of this Corporation 's initial registered agent at the above address is Steven Koch.

ARTICLE IX. BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed, in whole or in part, by the Directors in the manner provided therein. Any amendments to the By-Laws shall be binding on all members of this Corporation.

ARTICLE X. AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum

of members of the Corporation.

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The undersigned, constituting the subscribers of this Corporation, for the purpose of forming this Corporation Not-For-Profit under the laws of the State of Florida, have executed these Articles of Incorporation, this 13th day of September, 1996.

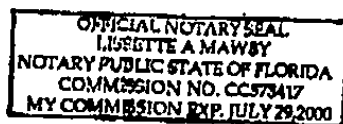

Steven Koch

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Incorporation was acknowledged before me this 16 day of Sept, 1996.


Notary Public

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes,
following is submitted:

That:

TADA, INC.

desiring to organize or qualify under the laws of the State
of Florida as a Florida Corporation Not-For-Profit, with its
principal place of business in the City of Hollywood, State
of Florida, has named:

Steven Koch

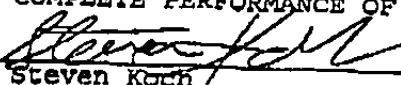
as its Registered Agent to accept services of process within
Florida, at:

5865 SW 21st Street
Hollywood, Florida 33023


Steven Koch, Corporate Officer
Title: President

Date: August 13, 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


Steven Koch
Resident Agent

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SEP-16-1996 11:26

EMPIRE CORPORATE KIT

P.08/22