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1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0000
904-222-0000 FAX



ACCOUNT NO. : 072100000032

REFERENCE : 136607 7114947

AUTHORIZATION : Patricia Pjunt

COST LIMIT : \$ 122.50

ORDER DATE : October 29, 1996

ORDER TIME : 11:44 AM

ORDER NO. : 136607-005

CUSTOMER NO: 7114947

CUSTOMER: Mr. Jake Anton
AAA FINANCIAL CORPORATION THE
MORTGAGE SAVINGS PROGRAM
9601 West Sample Road

Coral Springs, FL 33065

DOMESTIC FILING

NAME: SAVE! AMERICA! FOUNDATION
CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Ke
11.4.96

FILED
96 NOV -1 PM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
800001994148--5

RECEIVED
96 NOV -1 PM 1:21
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
SAVE! AMERICA! FOUNDATION CORP.
A NONPROFIT CORPORATION

FILED
96 NOV -1 AM 8:47
TALLAHASSEE STATE
CLERK OF COURTS

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

SAVE! AMERICA! FOUNDATION CORP.

The address of the principal office of this corporation shall be 9001 West Sample Road, Coral Springs, Florida 33065, and the mailing address of the corporation shall be the same.

ARTICLE II.

The general purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida is debt relief and debt consolidation.

ARTICLE III.

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

ARTICLE IV.

The name and address of the incorporator of these Articles is:

David J. DiNatale
c/o 9601 West Sample Road
Coral Springs, Florida 33065

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

David J. DiNatale	9601 West Sample Road
Pres.	Coral Springs, Florida 33065
Deborah K. DiNatale	Same
Sec.	

ARTICLE VII.

The street address of the initial registered office of the corporation shall be 9601 West Sample Road, Coral Springs, Florida 33065, and the name of the initial registered agent of the corporation at that address is David J. Dinatale.

IN WITNESS THEREOF, the undersigned has hereunto set
their hand and seal on October 31, 1996.

By: 

David J. DiNatale, Incorporator

GMC/das

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

DAVID J. DINATALE, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

SAVE! AMERICA! FOUNDATION CORP.

DAVID J. DINATALE is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: DAVID J. DINATALE

GMC/das

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96 NOV - 1 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96000005617

SA Financial Corporation
THE MORTGAGE SAVINGS PROGRAM MTM

Licensed Mortgage Lenders

February 6, 1997

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

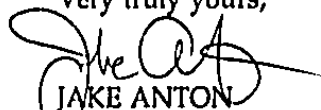
Re: SavelAmerical Foundation Corp.

Dear Sir or Madam:

Enclosed please find our Articles of Amendment for the above-referenced corporation along with our check for \$87.50. Please send me a certified copy of the amendment in the envelope provided.

If you have any questions, please contact me at (800) 344-2530, ext. 126.

Very truly yours,


JAKE ANTON
Compliance Manager

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -2 AM 11:35

Amend
TLL APR 2 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 13, 1997

JAKE ANTON
AAA FINANCIAL CORPORATION
9601 WEST SAMPLE ROAD
CORAL SPRINGS, FL 33065

SUBJECT: SAVE! AMERICA! FOUNDATION CORP.
Ref. Number: N96000005617

We have received your document for SAVE! AMERICA! FOUNDATION CORP. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Not for corporations do not have shareholders, please delete this word from your document and add one of the statements below.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return 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 (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 397A00007901

**ARTICLES OF AMENDMENT
OF
SAVE! AMERICA! FOUNDATION CORP.**

Pursuant to Florida Statutes Section 617.1006, the Articles of Incorporation of Save! America! Foundation Corp., are hereby amended as follows:

1. Article II is hereby amended to read:

ARTICLE II

Section 1. The exclusive purpose of this organization shall be to promote literary, charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or any of them, both directly and by gifts or contributions to any other organization which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and shall include but not be limited to the following specific purposes in furtherance of its exempt purposes:

(a). To foster debt reduction disciplines throughout the United States so that sound financial information and other programs designed to alter debt-ridden lifestyles become more and more commonplace.

(b). To act as an advisory body to individuals and families in order to aid them in developing financial security and in sharing that information with other needy individuals and families.

(c). To promote educational programs regarding the advantages inherent in debt reduction and financial security.

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(d). To seek cooperative agreements with other organizations in the debt reduction and financial management fields for the purpose of advancing financial wellbeing.

(e). To provide a clearinghouse of information regarding debt reduction and financial security resources available as well as historical information regarding experiences of other organizations involved in similar activities.


Section 2. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 3. 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 furtherance of the purposes set forth in Article III hereof.

Section 4. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

2. As there are no members and no members are entitled to vote, the foregoing amendment was adopted on December 30, 1996, by the Board of Directors.

In witness whereof, I have executed these Articles of Amendment this 18th day of February, 1997.


David J. DiNatale President and Director

State of Florida
County of Broward

The foregoing instrument was acknowledged before me this 18th day of February, 1997, by David J. DiNatale, the President and Director of Savel America! Foundation Corp., a Florida corporation, on behalf of the corporation.


Notary Public

Commission no. CC583813

