

LAW OFFICES OF

Charles J. Goldman, P.A.

601 SOUTH FEDERAL HIGHWAY
HOLLYWOOD, FLORIDA 33020

BROWARD: (954) 920-1986
FAX: (954) 929-2440

June 16, 1998

900002565069--9
-06/19/98--01028--013
*****70.00 *****70.00

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: Advance Marketing Services, Inc. And
National Consumer Resource Center,, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporations. Please file the originals in your offices and return one filed copy to me in the envelope I have provided.

I am enclosing my check for \$70.00 covering:

\$35.00 Filing Fee
35.00 Certificate Designating Registered Agent

Very truly yours,

CHARLES J. GOLDMAN
CJG/csg
Enclosures

Charles GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Articles to meet requirements of Non-Profit*
DATE *6-22-98*
REG. EXAM. *P. Callaway*

FILED
98 JUN 19 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUN 22 1998
De

FILED
98 JUN 19 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

NATIONAL CONSUMER RESOURCE CENTER, INC.
A NOT FOR PROFIT CORPORATION

THE UNDERSIGNED, has executed the following documents as an incorporator of the above named corporation, a corporation organized under the law of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: NATIONAL CONSUMER RESOURCE CENTER, INC., a Not for Profit Corporation.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 2183 N. Powerline Road, Suite T, Pompano Beach, Florida 33069.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To conduct its business, carry on its operations,
and have offices and exercise the powers granted
by this act within or without this state;

To elect or appoint officers and agents of the
corporation and define their duties and fix their
compensation.

To make and alter bylaws, not inconsistent with its
articles of incorporation or with the laws of this
state, for the administration;

To make donations for the public welfare or for
charitable, scientific, or educational purposes;

To provide consumer credit counseling to the
general public.

To have and exercise all powers necessary of
convenient to affect its purposes;

ARTICLE V

The manner of election of directors shall be stated in the corporate By-Laws.

ARTICLE VI

The name and street address of the initial Registered Agent

of this corporation shall be: Charles J. Goldman, P.A., 601 S. Federal Highway, Hollywood, Florida 33020.

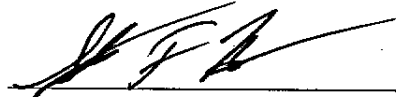
ARTICLE VII

The initial Board of Directors shall consist of a total of 3 persons

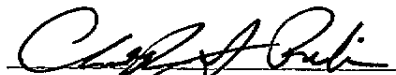
ARTICLE VIII

The name and address of the incorporators executing these Articles of Incorporation are: Stephen F. Rubino and Christopher J. Rubino, 2183 Powerline Road, Suite T, Pompano Beach, Florida 33069.

The undersigned has executed these Articles of Incorporation this 12 day of June 1998.



STEPHEN F. RUBINO



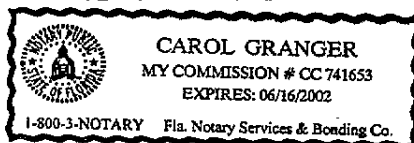
CHRISTOPHER J. RUBINO

STATE OF FLORIDA.)
) SS:
COUNTY OF BROWARD)

BEFORE ME, this 12 day of June, 1998, personally appeared
STEPHEN F. RUBINO and CHRISTOPHER J. RUBINO who are personally
known to me or who have produced KNOWN as
identification and are the persons described in the foregoing
Articles of Incorporation of NATIONAL CONSUMER RESOURCE
CENTER, INC., a Not For Profit Corporation, and they acknowledged
before me that they executed the same for the purposes therein
expressed.


NOTARY PUBLIC

My Commission Expires:




CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: NATIONAL CONSUMER RESOURCE CENTER, INC., a Not for Profit Corporation.

2. The name and address of the registered agent and office is: Charles J. Goldman, P.A., 601 S. Federal Highway, Hollywood, Florida 33020

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


CHARLES J. GOLDMAN

6-12-98
DATED

FILED
98 JUN 19 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA