

Division of Corporations
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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY

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FLORIDA PROFIT CORPORATION OR P.A.

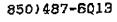
FIRST FINANCIAL DEBT CONSOLIDATION INC.

| Certificate of Status | 0 |
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SECRETARY OF STATE DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 16, 2000

EMPIRE

SUBJECT: FIRST FINANCIAL DEBT CONSOLIDATION INC.

REF: W00000004189

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P.01/06

FAX Aud. #: H00000007149 Letter Number: 700A00008107

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ARTICLES OF INCORPORATION

or

First Financial Debt Consolidation Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes hereby adopts the following articles of incorporation.

ARTICLE ONE CORPORATE NAME

The name of the corporation shall be:

First Financial Debt Consolidation Inc. The principal office is:

4201 N Dixie Hwy. Oakland Park, Fl 33334

ARTICLE TWO DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE PURFOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR CAPITAL STOCK

The aggregate number of shares which the comporation has authority to issue is 7500 shares, all of which shall be common shares with a \$1.00 par value.

Prepared by:

A.C. Carbone

1600 South Federal Highway

Suite 900

Pompano Beach, Fl 33062

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SECRETARY OF STATE DIVISION OF CORPORATIONS

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ARTICLE FIVE REGISTERED OFFICE

The street address of the initial registered office of the corporation is, 4201 N Dixie Hwy. Pompano Beach, Fl 33334, and the name of the initial registered agent as such address is:

Scott Kaduk

ARTICLE SIX BOARD OF DIRECTORS

The number of members of the board of directors may be changed from time to time as provided in the by-laws of the corporation as adopted by the stockholders; but, in no event, shall the board of directors consist of less than one (1) member(s) at any time.

ARTICLE SEVEN INITIAL DIRECTORS

The initial board of directors shall consist of one member(s) who shall hold office until the first annual meeting of the corporation and whose name and address is follows:

Scott Kaduk 4201 N Dixie Hwy. Oakland Park, Fl 33334

ARTICLE EIGHT INCORPORATOR

The name and address of each incorporator executing these articles of incorporation is as follows:

Scott Kaduk 4201 N Dixie Hwy. Oakland Park, Fl 33334

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ARTICLE NINE COMMENCEMENT DATE

The corporation shall be deemed to commence its existence upon the date the charter number is assigned to the corporation by the Secretary of State of Florida.

In witness whereof, I have subscribed my name as incorporator of the corporation this fifteenth day of February 2000.

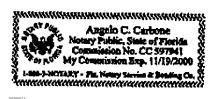
STATE OF FLORIDA 55; COUNTY OF BROWARD

Be it remembered that on this day before me, a notary public duly authorized in the state and county Scot Kaduk named above to take acknowledgments, personally appeared to be the person described as incorporator in the foregoing articles of incorporation, and he acknowledged before me that he executed said articles of incorporation.

Witness my hand and official seal at Pompano Beach, Florida This fifteenth day of February 2000.

MY COMMISSION EXPIRES: 1//4/2000

X angelo C. Carbone



NOTARY PUBLIC, State of Florida at large

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CERTIFICATE OF DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates Scotk Kaduk as its registered agent to accept service to process within this State.

By: x sell M

The undersigned hereby accepts the foregoing designation as registered agent for service of process within the State of Florida and agrees to comply with the provisions of the law applicable to said designation.

y: x _____

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