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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

1 2 3 DEBT CONSOLIDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
1 2 3 DEBT CONSOLIDATION, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

1 2 3 DEBT CONSOLIDATION, INC.

The address of the principal office of this corporation shall be 1390 S. Ocean Boulevard, Suite 3A, Pompano Beach, Florida 33062, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State Of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7300 W. Camino Real, Suite 127, Boca Raton, Florida 33433, and the name of the initial registered agent of the corporation at that address is Elliot Greene, P.A.

ARTICLE V. TERM OF EXISTENCE

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:

Steven Kahn 1390 S. Ocean Boulevard, Suite 3A, Pompano Beach, Florida 33062
President

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the

Internal Revenue code, 26 U.S.C. 1361 et. Seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII INCORPORATOR

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

Elliot Greene, P.A.
7300 W. Camino Real
Suite 127
Boca Raton, Florida 33433

IN WITNESS WHEREOF, the undersigned agent of Elliot Greene, P.A., has hereunto set their hand on February 18, 2000.

ELLIOT GREENE, P.A.

By: 
It's Agent, Elliot Greene

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

ELLIOT GREENE, P.A., a Florida corporation authorized to transact business in this State having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

ELLIOT GREENE, P.A.

By: 
It's Agent, Elliot Greene

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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