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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 16 PM 2:36

COVER LETTER

FOR

ARTICLES OF INCORPORATION for XTRA CREDIT CORP

JAMES R. WOLDSETH, C.P.A.
11590 SEMINOLE BLVD., A-6
LARGO, FLORIDA 33778

MARCH 8, 2000

HONORABLE KATHERINE HARRIS
SECRETARY OF STATE
STATE OF FLORIDA

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*****70.00 *****70.00

DEAR MS. HARRIS:

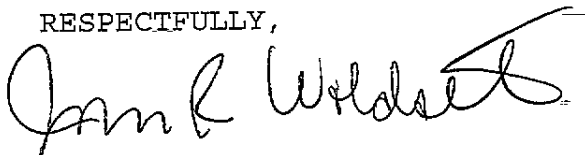
ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION FOR
XTRA CREDIT CORP. IN ADDITION, YOU WILL FIND
A CHECK FOR \$70.00 (SEVENTY DOLLARS) TO COVER FILING FEES.

THE RETURN ADDRESS FOR ACKNOWLEDGEMENT OF ACCEPTANCE OF
THESE ARTICLES IS AT THE OFFICE OF THE INCORPORATOR:

JAMES R. WOLDSETH, C.P.A.
11590 SEMINOLE BLVD., A-6
LARGO, FLORIDA 33778
(727) 397-4135

IF THERE ARE ANY QUESTIONS, ADDITIONAL INFORMATION, OR
REQUIREMENTS NEEDED FOR FILING, PLEASE CONTACT JAMES R.
WOLDSETH.

RESPECTFULLY,



JAMES R. WOLDSETH

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ARTICLES OF INCORPORATION

OF

XTRA CREDIT CORP

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I, the undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is Xtra Credit Corp.
The principal location of the corporation is 11590 Seminole Blvd., Ste. A-13, Largo, FL 33778.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual, and its corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The purposes for which this corporation is formed are to engage in any lawful act or activity of business for which corporations may be incorporated pursuant to law.

ARTICLE IV. SHARES

The aggregate number of shares which the corporation shall have authority to issue is 100 nonassessable, have a par value of \$1.00 (one-dollar) per share.

Without derogation to any other power to purchase shares of the corporation as permitted by law, the corporation, by action of the Board of Directors may purchase or redeem outstanding shares as permitted by its bylaws or agreement entered into by its shareholders.

ARTICLE V. REGISTERED OFFICE

The Registered Office of the corporation shall be: 11590 Seminole Blvd., Ste. A-13, Largo, Florida 33778.

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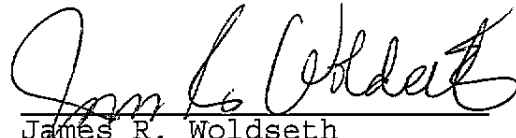
ARTICLE VI. APPOINTMENT OF REGISTERED AGENT

APPOINTMENT: James R. Woldseth, 11590 Seminole Blvd., A-13, Largo, FL 33778, is hereby appointed as the Registered Agent at the Registered Office of the corporation.

ACCEPTANCE: I hereby accept my appointment as the Registered Agent of Xtra Credit Corp, on whom process and other notice may be served. I am familiar with and accept the obligations provided for in Florida Stat. Ann. Sec. 607.325.

Date: _____

3-16-2000



James R. Woldseth
11590 Seminole Blvd., A-13
Largo, Florida 33778

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of Directors composing the Initial Board of Directors is (2). The names and addresses of the members of the Initial Board of Directors are:

James R. Woldseth, President & Treasurer
7737 Ulmerton Rd., #112
Largo, Florida 33771

Steven Dunne, Vice President & Secretary
11783 7th Lane N., #7
St. Petersburg, FL 33716

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is James R. Woldseth, 11590 Seminole Blvd., A-6, Largo, Florida 33778.



James R. Woldseth
Incorporator

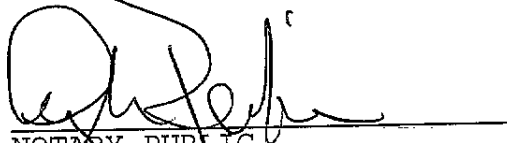
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ACKNOWLEDGEMENT

COUNTY OF PINELLAS }
 }
STATE OF FLORIDA }

Before me, a Notary Public in and for the County and State aforesaid, personally appeared James R. Woldseth, Incorporator of Xtra Credit Corp who acknowledged that he signed the foregoing Articles of Incorporation his free act and deed on this 8 day of March, 2000.



NOTARY PUBLIC

My commission expires:



Angela Perkins
MY COMMISSION # CC588499 EXPIRES
November 29, 2000
BONDED THRU TROY FAIR INSURANCE, INC.