

Michael Wm Mead, P.A.
24 Walter Martin Road, Suite 3
Fort Walton Beach, Florida 32548

Telephone (850) 243-3135

Fax: (850) 244-4849

Please reply to:
Post Office Drawer 1329
Fort Walton Beach, Florida 32549-1329

May 8, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

000003244320--2
-05/09/00--01048--006
*****78.75 *****78.75

RE: OUTSOURCING SOLUTIONS OF AMERICA, INC.

Gentlemen:

Enclosed please find the original and one copy each of the Articles of Incorporation and Registered Agent form for filing regarding the above-referenced matter. Please file and return a certified copy to this office.

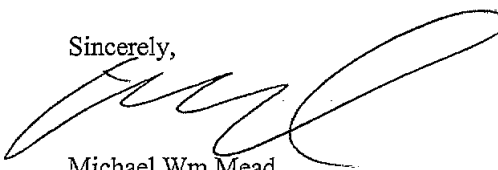
Also enclosed please find my check in the sum of \$78.75 which represents the following:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy	8.75

FILED
00 MAY -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance in this matter.

Sincerely,


Michael Wm Mead
MWM/mw

Enclosures: as indicated

(sec. of state ltr file articles)

Handwritten: PM 5/12/00

ARTICLES OF INCORPORATION
OF
OUTSOURCING SOLUTIONS OF AMERICA, INC.

FILED

00 MAY -9 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation is:

OUTSOURCING SOLUTIONS OF AMERICA, INC.

ARTICLE II
Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

ARTICLE III
Term of Existence

The term of existence of the corporation shall be perpetual.

ARTICLE IV
Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is **ONE HUNDRED (100) SHARES** having a nominal or par value of **\$1.00 per share**.

ARTICLE V
Address

The principal place of business of this corporation shall be 29 N. Eglin Parkway, Fort Walton Beach, Florida 32548, however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

ARTICLE VI
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved at a stockholder's meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE VII
Management of Corporation Affairs

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII
Officers

The names and addresses of the President, Secretary, and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
J. LARRY BEASLEY, JR.	Post Office Box 1327 Fort Walton Beach, Florida 32549	President

MICHAEL WM MEAD
ATTORNEY AT LAW
1 WALTER MARTIN ROAD
P. O. DRAWER 1329
FORT WALTON BEACH,
FLORIDA 32549-1329

<u>Name</u>	<u>Address</u>	<u>Office</u>
JAMES W. TUCKER	Post Office Box 1327 Fort Walton Beach, Florida 32549	Secretary/ Treasurer

ARTICLE IX
Subscribers

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
SOUTHERN NATIONAL BANKS, INC.		100

ARTICLE X
Registered Agent

The Registered Agent of the corporation shall be: J. LARRY BEASLEY, JR. and the street address of the office, place of business or location for the service of process within this State shall be: 29 N. Eglin Parkway, Fort Walton Beach, Florida 32548.

ARTICLE XI
Incorporator

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

<u>Name</u>	<u>Address</u>
JOHN J. TRINGAS	Post Office Drawer 1327 Fort Walton Beach, Florida 32549

IN WITNESS WHEREOF, the undersigned has hereunto executed these presents this 2nd day of May, 2000.

SOUTHERN NATIONAL BANKS, INC.


 By: JOHN J. TRINGAS
 its President

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me this 2nd day of May, 2000,
by JOHN J. TRINGAS, as President of SOUTHERN NATIONAL BANKS, INC., a Florida
corporation, on behalf of the corporation, who is personally known to me.

CINDY E. FREESE
Notary Public-State of FL
Comm. Exp. July 4, 2002
Comm. No. CC 723169

Cindy E. Freese
Notary Public
My Commission Expires:

FILED

00 MAY -9 AM 9: 00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

DEPARTMENT OF STATE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: OUTSOURCING SOLUTIONS OF AMERICA, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at **29 N. Eglin Parkway, Fort Walton Beach, Okaloosa County, Florida 32548**, has named **J. LARRY BEASLEY, JR.**, located at **29 N. Eglin Parkway, Fort Walton Beach, Florida 32548**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



J. LARRY BEASLEY, JR.

(corporationsoutsourcingsolutionsofamerica,inc.-mw)

MICHAEL WM MEAD
ATTORNEY AT LAW
24 WALTER MARTIN ROAD
P. O. DRAWER 1329
FORT WALTON BEACH,
FLORIDA 32549-1329