

PO0000073574

LAW OFFICE
YALE MANOFF, P.A.
4400 N. FEDERAL HIGHWAY, SUITE 210-26
BOCA RATON, FLORIDA 33431

MEMBER FLORIDA AND NEW JERSEY BARS

TELEPHONE: 561-393-5000
FAX: 561-393-9778

July 26, 2000

Secretary of State
Division of Corporations
Attn: New Filings
Post Office Box 6327
Tallahassee, Florida 32314

RE: DEBT SOLUTIONS, INC.

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*****78.75 *****78.75

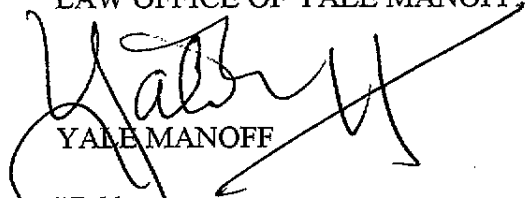
Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Debt Solutions, Inc., together with my firm check in the amount of \$78.75 representing the filing fee and the fee for a certified copy of same. Accordingly, I would appreciate your filing this corporation and providing me with a certified copy of the Articles at your earliest convenience. I am enclosing a return envelope for your convenience.

Thank you for your cooperation in this regard, and should you have any questions, please do not hesitate to contact me.

Very truly yours,

LAW OFFICE OF YALE MANOFF, P.A.


YALE MANOFF
YM:kg
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
DEBT SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is DEBT SOLUTIONS, INC., and the mailing address shall be 7300 North Federal Highway, Suite 105, Boca Raton, Florida 33487.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in the practice of and to conduct any and all business or other lawful activity permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

(1) The maximum number of shares of stock that this corporation is authorized to issue to have outstanding at any one time is ONE HUNDRED THOUSAND(100,000) shares of common stock having a par value of ONE CENT (\$.01) per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Directors of the company. Stock in other corporations or ongoing businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such considerations and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7300 North Federal Highway, Suite 105, Boca Raton, Florida 33487, and the name of the initial registered agent of this corporation at that address is KENNETH SCHWARTZ.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be diminished to less than one (1). The name and address of the initial director of this corporation is:

NAME	ADDRESS
Kenneth Schwartz, President	7300 North Federal Highway Suite 105 Boca Raton, Florida 33487
Jarrett Oliver	5114 Balcones Woods Drive Austin, Texas 78759
Sarah Bellew, Secretary/Treasurer	7300 North Federal Highway Suite 105 Boca Raton, Florida 33487

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - TERMINATION

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debtors of the Corporation, be distributed to the Shareholders in proportion to the number of shares of stock in the Corporation which each Shareholder then owns.

ARTICLE X - INCORPORATORS

The name and address of the person signing these Articles is:

NAME

ADDRESS

Kenneth Schwartz

7300 North Federal Highway, Suite 105
Boca Raton, Florida 33487



KENNETH SCHWARTZ

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
DEBT SOLUTIONS, INC.**

Having been named registered agent to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation for DEBT SOLUTIONS, INC., KENNETH SCHWARTZ hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.



KENNETH SCHWARTZ

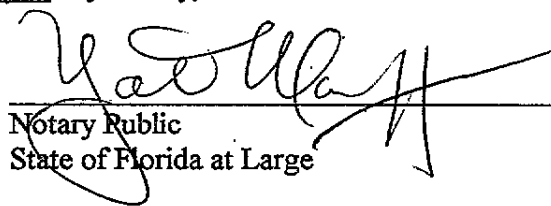
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared KENNETH SCHWARTZ, who is personally known to me or who has produced _____ (type of identification) as identification, who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS my hand and official seal this 27th day of July, 2000.

 Yate Manoff
My Commission CC732853
Expires April 12, 2002


Notary Public
State of Florida at Large

My Commission Expires: