

P0000080287

GOFFMAN FINANCIAL CORP.

316 NORTHEAST 4TH STREET

FORT LAUDERDALE, FLORIDA 33301

954.583.9880 — FAX LINE

Fax: 954.583.9881

email: GoffmanFin@AOL.com

Stuart Goffman

Sean Weiss

Herb Epstein

Ananda Subick

Insolvency & Reorganization Services

Litigation Consulting/Expert Testimony

Due Diligence/Valuation Services

Business Planning/Analysis

March 15, 2000

Attn: Clerk

Division of Corporation

409 East Gaines Street

Tallahassee, Florida 32399

500003173135--4

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

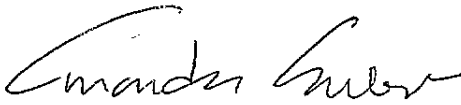
Dear Clerk:

Enclosed is the original and a copy of the Articles of Incorporation for the RTA Software, Inc. and check number 10511 in the amount of Seventy Eight and 75/100 (\$78.75) Dollars made payable to the Florida Department of State.

Please return a file stamped copy of the Articles of Incorporation for both of the companies to our office in the enclosed overnight envelope.

Thank you for your help with this matter.

Very truly yours,



Ananda Subick

Enclosures

FILED
00 AUG 24 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KR
8/24

W-7740



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 23, 2000

GOFFMAN FINANCIAL CORP.
ATTN: ANANDA SUBICK
316 NE 4TH ST
FT LAUDERDALE, FL 33301

SUBJECT: RTA SOFTWARE, INC.
Ref. Number: W00000007740

We have received your document for RTA SOFTWARE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 900A00016076

ARTICLES OF INCORPORATION
OF
UNITED CREDIT GROUP, INC.

FILED
00 AUG 24 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the corporation is:

UNITED CREDIT GROUP, INC.

ARTICLE II.

The purpose or purposes for which this corporation is organized is for any purpose permitted under the laws of the United States and the laws of the State of Florida.

ARTICLE III.

This corporation is authorized to issue a maximum of One Thousand (\$1,000) shares of stock. The shares of stock shall be common stock having a par value of Zero and 01/100 (\$0.01) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

The corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V.

The initial street address of the principal office of this corporation shall be 4401 Northeast 18th Avenue, Fort Lauderdale, Florida 33334, and the Board of Directors, may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI.

The number of Directors may be altered, from time to time, by By-Laws adopted by the Shareholders, however, the corporation shall have no less than one Director at any time.

ARTICLE VII.

The name and post office address of the first Board of Directors and officers of this corporation, who shall hold office for the first year or until the successors are chosen, shall be:

Mark Monroe, President

4401 Northeast 18th Avenue
Fort Lauderdale, Florida 33334

ARTICLE VIII.

The name and the address of the Subscriber of these Articles of Incorporation is as follows:

Mark Monroe

4401 Northeast 18th Avenue
Fort Lauderdale, Florida 33334

ARTICLE IX.

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

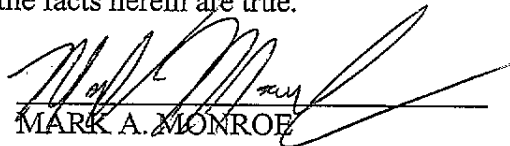
Mark Monroe

4401 Northeast 18th Avenue
Fort Lauderdale, Florida 33334

ARTICLE X.

The corporation's existence will commence upon filing of the Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein are true.

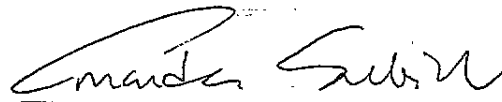

MARK A. MONROE
INCORPORATOR

STATE OF FLORIDA

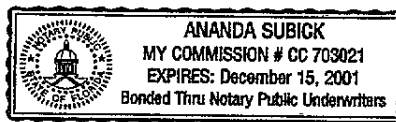
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared MARK A. MONROE, to me known to be the person described 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 Fort Lauderdale, County of Broward, State of Florida, this 22nd day of August, 2000.


Notary Public - State of Florida

My commission expires:



I, MARK A. MONROE, do hereby accept designation of Registered Agent for UNITED CREDIT GROUP, INC.


MARK A. MONROE
Registered Agent

FILED
00 AUG 24 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA