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COVE & ASSOCIATES, P.A.

Business Law • Litigation • Trade Regulation

ANDREW N. COVE
MICHAEL J. FINGAR
WM. DAVID NEWMAN, JR.
Of Counsel
ROBERT M. WORMAN

October 6, 2000

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

Corporate Records Bureau
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: MEMBERS CREDIT SERVICES, INC.

Dear Sir or Madam:

Herewith please find an original and a copy of the Articles of Incorporation of the referenced corporation, together with this firm's check in the amount computed as follows:

Filing fee	\$35.00
Registered Agent designation fee	<u>35.00</u>
TOTAL	\$70.00

FILED
00 OCT 19 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kindly file the original Articles and return all usual materials to me.

Please note that the acceptance of the designation of the registered agent accompanies this filing.

Respectfully,


MICHAEL J. FINGAR, ESQUIRE

MJF/om

Encls.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 10, 2000

MICHAEL J. FINGAR, ESQ.
225 SOUTH 21ST AVE.
HOLLYWOOD, FL 33020

SUBJECT: MEMBERS CREDIT SERVICES, INC.
Ref. Number: W00000024511

We have received your document for MEMBERS CREDIT SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 400A00053447

**ARTICLES OF INCORPORATION
OF
MEMBERS CREDIT SERVICES, INC.**

FILED
00 OCT 19 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for profit, for the purposes hereinafter stated, does hereby subscribe to these Articles of Incorporation.

1. The name of the corporation is MEMBERS CREDIT SERVICES, INC.
2. The principal office and principal address are 258 East Altamonte Drive, Suite 2001, Altamonte Springs, Florida 32701.
3. The date and time of the commencement of the corporate existence is the date and time of the filing of these Articles by the Department of State of the State of Florida.
4. The duration of the corporation is perpetual.
5. The corporation may transact any and all lawful business for which corporations may value of one cent.
6. The corporation shall have authority to issue 1,000 shares of stock, each having a par value of one cent.
7. The corporation shall have not less than one nor more than three directors, each of whom shall be elected by a vote of fifty percent of the shares annually, or at such other times as the shareholders shall provide by a unanimous vote of the shares.
8. The affairs of the corporation shall be managed by a president, a vice president, a secretary and a treasurer, each of whom shall be elected or appointed by a unanimous vote of the board of directors annually, or at such other times as the shareholders shall provide by a unanimous vote of the shares.

9. The corporation shall, to the fullest extent permitted by law, indemnify each director and officer of the corporation against any and all expenses reasonably incurred by such director and/or officer in connection with, or arising out of, any action, suit or proceeding of any kind, in which such director and/or officer may be involved, or is threatened to be made a party, by reason of the fact that such director and/or officer is or was a director or officer of the corporation, whether or not such is the case at the time such expenses are incurred.

10. The street address of the initial registered office of the corporation is 258 Altamonte Drive, Suite 2100, Altamonte Springs, Florida 32701, and the name of the initial registered agent at such address is James A. Dunne.

11. The number of directors constituting the initial board of directors shall be one, and the name and address of such director are James A. Dunne, 258 Altamonte Drive, Suite 2100, Altamonte Springs, Florida 32701.

12. The name and address of the Incorporator are Andrew N. Cove, Esq., 225 South 21st Avenue, Hollywood, Florida 33020.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal this 6th day of October, 2000.



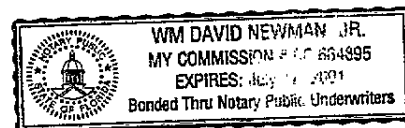
ANDREW N. COVE, Incorporator

STATE OF FLORIDA }
COUNTY OF BROWARD } ss.

I HEREBY CERTIFY that on this date, before me, an officer duly authorized in the County and State aforesaid to take acknowledgements, personally appeared ANDREW N. COVE, who is well known to me or who has produced his _____ as identification, and who executed the foregoing instrument as Incorporator, and he acknowledged before me after taking an oath that he executed the same for the uses and purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 5 day of October, 2000.

WM David Newman Jr.
NOTARY PUBLIC



[SEAL]

James A. Dunne
258 East Altamonte Drive
Suite 2001
Altamonte Springs, Florida 32701

October 13, 2000

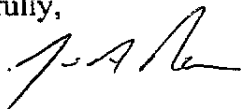
Corporate Records Bureau
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: MEMBERS CREDIT SERVICES, INC.

Dear Sir or Madam:

The undersigned hereby accepts designation as Registered Agent for the referenced corporation at the Registered Office given above.

Respectfully,



JAMES A. DUNNE

FILED
00 OCT 19 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA