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PLEASE REPLY TO:

FILE NO.:

Boca Raton

January 11, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

Re: Articles of Incorporation
Equitydebt.com, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$78.75 representing the filing fees. Please forward evidence of filing to the undersigned at your earliest convenience.

Very truly yours,

William S. Kramer

WSK/tm

Enclosures

cc: David E. Macias

FILED
01 AUG 17 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
N-2039



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 3, 2000

DAVID E MACIAS 2ND MAILING
3171 LEEWOOD TERRACE STE L232
BOCA RATON, FL 33431

SUBJECT: EQUITYDEBT.COM, INC.
Ref. Number: W00000002039

We have received your document for EQUITYDEBT.COM, 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 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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 600A00003420

ARTICLES OF INCORPORATION
OF
EQUITYDEBT.COM, INC.

FILED
01 AUG 17 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is:

EQUITYDEBT.COM, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business:

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000)
shares of \$1.00 par value common stock. The shares shall not be
divided into classes, nor may this corporation issue preferred
stock without an amendment to its Articles of Incorporation.

ARTICLE V
PRINCIPAL OFFICE

The principal office or mailing address of this corporation is

3171 Leewood Terrace, Suite L232
Boca Raton, FL 33431

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o David E. Macias, President, Equitydebt.com, Inc., 3171 Leewood Terrace, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation at that office is David E. Macias.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

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

David E. Macias
3171 Leewood Terrace, Suite L232
Boca Raton, FL 33431

ARTICLE VIII
INCORPORATORS

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

David E. Macias
3171 Leewood Terrace, Suite L232
Boca Raton, FL 33431

ARTICLE IX
POWERS

This corporation shall have all the corporate powers

enumerated in the Florida Business Corporation Act.

ARTICLE X
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII
INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holder of such office, and shall continue as to a person who has ceased to be a director

or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII
BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIV
PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of August, 2001.



DAVID E. MACIAS

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST--THAT EQUITYDEBT.COM, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF BOCA
RATON, STATE OF FLORIDA, HAS NAMED DAVID E. MACIAS, LOCATED AT
3171 LEEWOOD TERRACE, SUITE L232, BOCA RATON, FL 33431, CITY OF
BOCA RATON, STATE OF FLORIDA, AS ITS REGISTERED AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

David E. Macias
DAVID E. MACIAS

TITLE: _____

President
PRESIDENT

DATE: _____

8/17/01

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated in
this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.

David E. Macias

DAVID E. MACIAS

Date: _____

8/17/01

01 AUG 17 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED