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October 9, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: STOCK PORTFOLIO RECOVERY, INC.

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Dear Sir/Madam:

Enclosed please find the Article of Incorporation for the above-referenced corporation. Please file and return a certified copy to me at 3200 N. Military Trail, Suite 200, Boca Raton, FL 33431. Thank you in advance.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

BARBIERI & SCRENCI, P.A.

Todd B. Weprin
For the Firm

TBW:ljm
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of Stock Portfolio Recovery, Inc.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be **Stock Portfolio Recovery, Inc.**

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV PRINCIPAL ADDRESS AND REGISTERED OFFICE AND ADDRESS

The principal address and the initial registered office of the corporation is **145 Yacht Club Way, Suite 212, Hypoluxo, FL 33462**, and the name of the initial registered agent of the corporation at that office is **Richard W. Ervolino**.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE VII
PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VIII
BOARD OF DIRECTORS & DESIGNATION OF INITIAL DIRECTOR

The name and address of the initial directors of the corporation is **Richard W. Ervolino**, of **145 Yacht Club Way, Suite 212, Hypoluxo, FL 33462**.

ARTICLE IX
BY-LAWS

The initial By-Laws of the corporation shall be adopted by vote of the directors of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws.

ARTICLE X
SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is **Richard W. Ervolino**, of **145 Yacht Club Way, Suite 212, Hypoluxo, FL 33462**.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 9th day of October, 2001.


Richard W. Ervolino

Stock Portfolio Recovery, Inc.

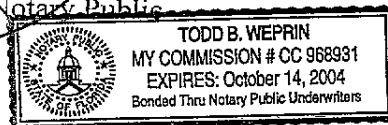
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STATE OF FLORIDA)
)
) SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Richard W. Ervolino to me known to be the person described as the Subscriber, and Richard W. Ervolino to me known to be the person described as the Registered Agent, in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this 9th
day of October, 2001.

~~Notary Public~~



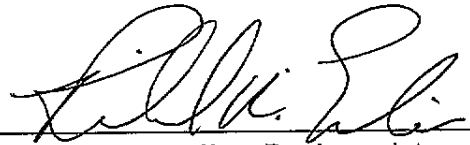
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Richard W. Ervolino, Registered Agent