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FLORIDA PROFIT CORPORATION OR P.A.

american debt reduction group, inc.

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**ARTICLES OF INCORPORATION
OF
AMERICAN DEBT REDUCTION GROUP, INC.**

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I - NAME

AMERICAN DEBT REDUCTION GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

11587 W. Atlantic Blvd., #36
Coral Springs, FL 33071

ARTICLE III - CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND (1,000) SHARES HAVING A PAR VALUE OF ONE DOLLAR (1.00) PER SHARE.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION IS ONE (1). THE NUMBER OF DIRECTORS MAY EITHER BE INCREASED OR DECREASED FROM TIME TO TIME BY AN AMENDMENT OF THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS ARE:

Brian Udell
11587 W. Atlantic Blvd., #36
Coral Springs, FL 33071

ARTICLE V - OFFICERS

THE OFFICERS OF THE CORPORATION ARE:

BRIAN UDELL - PRESIDENT

ARTICLE VI - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

These Articles of Incorporation Prepared by:
BARRY S. BENDETOWIES, P.A.
10100 W Sample Road Suite 317, Coral Springs, Florida 33065 (954) 227-1529

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ARTICLE VII - INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

BRIAN UDELL
11587 W. Atlantic Blvd., #36
Coral Springs, FL 33071

ARTICLE VIII - INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

BRIAN UDELL
11587 W. Atlantic Blvd., #36
Coral Springs, FL 33071

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS DATE:

NOVEMBER 5, 2002



BRIAN UDELL, INCORPORATOR

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: AMERICAN DEBT REDUCTION GROUP, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

BRIAN UDELL
11587 W. Atlantic Blvd., #36
Coral Springs, FL 33071


TITLE: INCORPORATOR

DATE: NOVEMBER 5, 2002

HAVING BEEN NAMED REGISTERED AGENT 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 STATEUTES 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.

 REGISTERED AGENT

DATE: NOVEMBER 5, 2002

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