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(City/State/Zip/Phone #)

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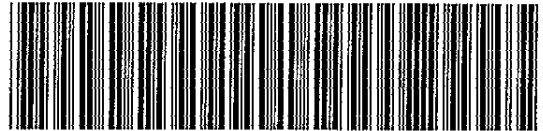
(Business Entity Name)

(Document Number)

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FILED
03 FEB 25 AM 8:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Second Chance Finance, Inc..

Enclosed is an original and one (1) copy of the articles of incorporation, certificate of designation of registered agent and registered office, and our check for \$70.00 for the filing fee of both.

FROM: Karl A. Becker
6847 Dayton Road
Jacksonville, FL 32210
(904) 693-1002

ARTICLES OF INCORPORATION

OF

Second Chance Finance, Inc..

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Second Chance Finance, Inc..

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1505 Cassat Ave.
Jacksonville, FL 32205

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Alan March
1505 Cassat Ave.
Jacksonville, FL 32205

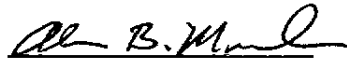
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ARTICLE V INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is (are):

Alan March
1505 Cassat Ave.
Jacksonville, FL 32205

The undersigned incorporator(s) has (have) executed these Articles of Incorporation
this 21 day of Feb, 2003.



Signature

Signature


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: Second Chance Finance, Inc..
2. The name and address of the registered agent and office is:

Alan March
1505 Cassat Ave.
Jacksonville, FL 32205

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.

Signature 

Date 2-21-03

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03 FEB 25 AM 8:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA