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(Business Entity Name)

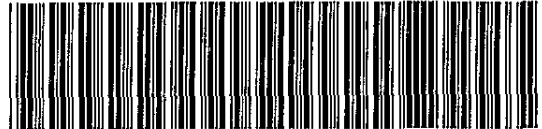
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Certified Copies _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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NA

LARRY L. DILLAHUNTY, P.A.
- ATTORNEY AT LAW -

February 24, 2003

248 FIRST AVENUE NORTH
ST. PETERSBURG, FL 33701

PH: 727.822.1156
FAX: 727.822.1499
e-mail: LarryDLaw@aol.com

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Corporate Filing – **AMERICAN COLLEGIATE FINANCIAL SERVICES, INC.**
A Florida Corporation

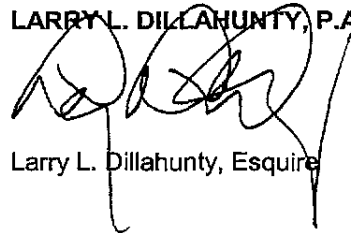
Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for **AMERICAN COLLEGIATE FINANCIAL SERVICES, INC.**, a Florida Corporation, together with my trust account check in the amount of \$78.75 payable to the Secretary of State for the filing fee and for a certified copy of the Articles. I would appreciate your filing these papers as soon as possible and returning the certified copy to my office address as shown above at your very earliest convenience. I would also request that you fax to my office at 727/822-1499 a note showing that the Corporation has been filed.

Thank you for your courtesy and attention in this matter. Should you have any questions or concerns, please do not hesitate to give me a call.

Sincerely yours,

LARRY L. DILLAHUNTY, P.A.



Larry L. Dillahunty, Esquire

LLD/chd
Enclosure(s)

Federal Express



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 27, 2003

LARRY L. DILLAHUNTY, ESQ.
248 FIRST AVENUE NORTH
ST. PETERSBURG, FL 33701

SUBJECT: AMERICAN COLLEGIATE FINANCIAL SERVICES, INC.
Ref. Number: W03000005725

We have received your document for AMERICAN COLLEGIATE FINANCIAL SERVICES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is F02000002440.

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) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 603A00012697

LARRY L. DILLAHUNTY, P.A.

- ATTORNEY AT LAW -

March 24, 2003

248 FIRST AVENUE NORTH
ST. PETERSBURG, FL 33701

PH: 727.822.1156
FAX: 727.822.1499
e-mail: LarryDLaw@aol.com

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: American Collegiate Financial Services, Inc.
Reference No. W03000005725

Dear Sir or Madam:

Enclosed please find a Transmittal Letter and Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for the withdrawal of the Nevada Corporation, American Collegiate Financial Services, Inc., from doing business in the State of Florida.

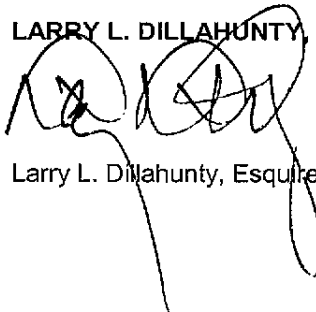
Also enclosed please find the proposed Florida Articles of Incorporation for American Collegiate Financial Services, Inc., along with a copy of your letter to me of February 27, 2003. Please file the Articles of Incorporation immediately upon withdrawal of the Nevada Corporation. Please note that the filing fee of \$78.75 for the Florida incorporation of American Collegiate Financial Services, Inc. is being retained by your office.

Also enclosed you will find my trust account check in the amount of \$35.00 payable to the Secretary of State for the withdrawal fee.

Thank you for your courtesy and attention in this matter. Should you have any questions or concerns, please do not hesitate to contact me.

Sincerely yours,

LARRY L. DILLAHUNTY, P.A.



Larry L. Dillahunty, Esquire

LLD/chd
Enclosures

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03 MAR 26 PM 12:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN COLLEGIATE FINANCIAL SERVICES, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is **AMERICAN COLLEGIATE FINANCIAL SERVICES, INC..**

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the Corporation is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the Corporation is authorized to issue is Twenty Five Million (25,000,000) shares, divided into two classes. The designation of each class, the number of shares of each class, and the par value or no par value of the shares of each class are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
COMMON VOTING	12,500,000	\$.001
PREFERRED NON-VOTING	12,500,000	\$.001

The Preferred Shares authorized by these Articles of Incorporation shall be non-voting and the holders of the Preferred Shares, in preference to the holders of the Common Voting Shares, shall be entitled to receive dividends out of any funds legally available for this purpose, as and when declared by the Board of Directors. Such dividends, if any, shall be declared by the Board of Directors no less than annually. Subject to the foregoing provisions and to any further limitations prescribed by the Board of Directors pursuant to the further provisions hereof, the Board of Directors may declare out of such funds legally available therefore, additional dividends (on a more than annual basis), but such additional dividends shall be made equally share-for-share to all outstanding shares, Preferred and Common alike.

In the event of any involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of the Common Voting Shares, the holders of the Preferred Shares shall be entitled to be paid in full no less than the cost of the original acquisition of their shares plus any accrued but unpaid dividends which may have been determined by the Board of Directors.

Further, the Corporation hereby reserves the right to redeem all or any portion of the issued and outstanding Preferred Shares of the Corporation, as the Board of Directors may from time to time deem in the best interest of the Corporation. Such redemption shall be for an amount no less than the Shareholder's original cost of acquisition from the Corporation, plus interest from the date of acquisition from the Corporation at a rate to be determined by the Board of Directors, as well as the payment of any accrued but unpaid dividends, that the Board of Directors may have from time to time declared.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe, or receive a right or rights to purchase or subscribe for, at fair market value thereof, a prorata share (as nearly as can be done without issuance of fractional shares) of:

1. Any stock that the corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor performed, personal property, or real property, or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation, or which is attached or pertinent to any warrant or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock.

ARTICLE VI

TRANSFER RESTRICTIONS

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price, terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within twenty (20) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase all of the shares so offered at the expiration of the twenty day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record a copy of the notice given by the shareholder to the secretary. Such notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within ten (10) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms and conditions stated in the notice. Each such offer shall be accompanied by the purchase price therefore with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering

shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase in excess of those to which they are entitled under such apportionment.

4. If within said twenty (20) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the secretary of the corporation.

Each share certificate issued shall bear the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation, which copy of said Articles may be obtained from the corporation's office."

ARTICLE VII

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 9259 Park Boulevard, Seminole, Florida, 33777, and the mailing address of the corporation is the same. The name of the initial Registered Agent of the corporation is **ROBERT E. PATTERSON, JR.** located 9259 Park Boulevard, Seminole, Florida, 33777.

ARTICLE VIII

DIRECTORS

The Board of Directors shall consist of no less than three (3) and no more than nine (9) members. The initial Board of Directors of the Corporation shall consist of five (5) Directors. The names and addresses of the initial Directors are:

NAME

JAMES M. SMITH

ADDRESS

1225 Roxboro Road
Longwood, FL 32750

ROBERT E. PATTERSON, JR.

2240 Dartmouth Avenue North
St. Petersburg, FL 33713

BRUCE J. RECORD

10263 Gandy Boulevard, #2005
St. Petersburg, FL 33702

RICHARD C. GUILLOT

855 – 117th Terrace North, #5
St. Petersburg, FL 33716

JOHN W. VIS

1190 – 68th Street North
St. Petersburg, FL 33710

ARTICLE IX

INCORPORATORS

The name and address of the incorporator is:

NAME

ADDRESS

ROBERT E. PATTERSON, JR.

2240 Dartmouth Avenue North
St. Petersburg, FL 33713

ARTICLE X

BY-LAWS

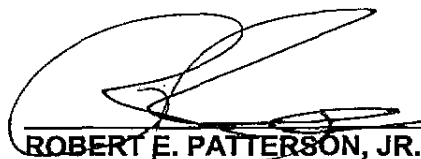
The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have subscribed my name this 24TH day of February, 2003.


ROBERT E. PATTERSON, JR.

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **ROBERT E. PATTERSON, JR.**, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of February, 2003.



Notary Public / State of Florida at Large
Printed Name: LARRY L. DILLAHUNTY

My Commission Expires:
My Commission Number:



Larry L. Dillahunt
My Commission CC845846
Expires June 13, 2003

Dillahunt
Commission CC845846
Expires June 13, 2003

STATE OF FLORIDA

DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
NAMES AND ADDRESSES OF THE CORPORATION.

The following is submitted in compliance
with Chapter 48.091, Florida Statutes

AMERICAN COLLEGIATE FINANCIAL SERVICES, INC., a Corporation, organized under the laws of the State of Florida, with its principal office at 9259 Park Boulevard, Seminole, Florida, 33777, and its mailing address being the same, has named **JOHN W. VIS**, located at 9259 Park Boulevard, Seminole, Florida, 33777, with his residence being the same, as its agent to accept service of process within the State.

OFFICERS:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
JOHN W. VIS	1190 – 68 th Street North St. Petersburg, FL 33710	President
ROBERT E. PATTERSON, JR.	2240 Dartmouth Avenue North St. Petersburg, FL 33713	Vice- President
BRUCE J. RECORD	10263 Gandy Boulevard, #2005 St. Petersburg, FL 33702	Secretary/ Treasurer
JAMES M. SMITH	1225 Roxboro Road Longwood, FL 32750	Director
RICHARD C. GUILLOT	855 – 117 th Terrace North, #5 St. Petersburg, FL 33716	Director

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, to post my name in some conspicuous place in the office, as required by law.


ROBERT E. PATTERSON, JR.

03 MAR 26 PM 12:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED