

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Advanced Debt Solutions, Inc.

Certificate of Status	1
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Page Count	05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ADVANCED DEBT SOLUTIONS, INC.

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Advanced Debt Solutions, Inc. The corporation's initial principal office and mailing address are located at 7632 Southside Boulevard, #263, Jacksonville, Florida, 32256.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing these Articles.

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 12276 San Jose Boulevard, Suite 126, Jacksonville, FL 32223, and the name of the initial registered agent of this corporation is Karen E. Wendzel. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Benjamin DiJanni	7632 Southside Boulevard, #263 Jacksonville, FL 32256
Eric Dodge	7632 Southside Boulevard, #263 Jacksonville, FL 32256

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Benjamin DiJanni	7632 Southside Boulevard, #263 Jacksonville, FL 32256

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ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

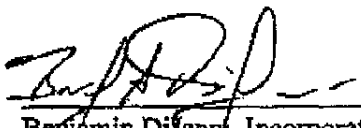
B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase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

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This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 16th day of September, 2003.

 (SEAL)
Benjamin DiJanni, Incorporator

STATE OF FLORIDA


COUNTY OF DUVAL

BEFORE ME, personally appeared Benjamin DiJanni () to me well known and known to me to be the individual described in or () who presented his drivers license or other identification _____ and who acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 16th day of September, 2003.



Laura G. Kennington
MY COMMISSION # 0053982 EXPIRES
October 14, 2004
**NOTED THROUGH FAIN INSURANCE INC.


Notary Public, State of Florida at Large.
My Commission expires: _____

Type or Print name of notary

Commission No.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

FILE
03 SEP 16 AM
SECRET
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, Advanced Debt Solutions, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 7632 Southside Boulevard, #263, Jacksonville, Florida 32256, has designated Karen E. Wendzel as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 12276 San Jose Boulevard, Suite 126, Jacksonville, Florida, 32223.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Bailey Construction Consulting, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 12276 San Jose Boulevard, Suite 126, Jacksonville, Florida 32223.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 16th day of September, 2003.


Karen E. Wendzel, as Registered Agent

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