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FIRST FINANCIAL CREDIT CORP.
4699 North Federal Hwy. Suite 205A
Pompano Beach, FL 33064

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 5, 1996

DEPARTMENT OF STATE
STATE OF FLORIDA
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32304

RE: FIRST FINANCIAL CREDIT CORP.

000001718410
-02/19/96--01077--018
*****122.50 *****122.50

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return to me one certified copy. I am enclosing our check in the following amount:

Filing Fee	\$ 35.00
Agent Fee	35.00
Certified Fee	52.50

TOTAL	<u>\$122.50</u>
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Very truly yours,

Brett W. Forman

PK
2/21/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ARTICLES OF INCORPORATION
OF
FIRST FINANCIAL CREDIT CORP**

I, the undersigned, hereby enter into this Certificate of Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, right, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be First Financial Credit Corp.

ARTICLE II

The general nature of the business to be transacted by this corporation is as follows:

- A. Private and commercial collection agency for business and personal clients.
- B. To collect monies owed to private and commercial companies and to the public at large and whoever else may be interested in having monies collected that may be deemed to be in the best interest of the corporation.
- C. To acquire by purchase, subscription or otherwise and to hold for the purpose of investment or otherwise and to own, sell or otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, commercial papers, or other wise deal with other evidence of debt, issued by

any government, state, county or other public authority, or by any one or more persons, firms, corporations, or associations, either foreign or domestic, and whether now or hereafter organized, and while the owner thereof, to execute all of the rights, powers and privileges of ownership; to guarantee or become surety with respect to any obligations of said persons firms, corporations, or associations contained in any of said securities.

D. To purchase real estate and to build upon or in any manner improve any real estate owned by it.

E. To purchase, acquire, hold, sell, convey, mortgage, lease, exchange and otherwise deal in real estate and personal property of every kind, nature and description whatsoever.

F. To buy, sell, trade or deal in any kind of goods, services, wares and merchandise.

G. To organize or cause to be organized under the laws of the State of Florida, or any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any and all of the objects for which this corporation is organized and to dissolve, wind-up, liquidate, merge or consolidate any such organization or corporation or to cause the same to be dissolved, woundup, liquidated, merged or consolidated.

H. To purchase, hold, sell, exchange or transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time as to such an extent and in such a manner, and upon such terms as its board of Directors shall determine, provided that this corporation shall not use any of its funds property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of the corporation, and provided further that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

I. To engage in or conduct any lawful business permitted by the law of the State of Florida by

virtue of its corporate acts. The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation and it is the intention that the purposes, objects and powers specified in each of the paragraphs of Article II of the Certificate of Articles of Incorporation shall, except as otherwise specifically provided, in no way be limited under the terms of any other clauses, or paragraphs of this Article or any other Articles or paragraphs of this Articles and shall be regarded as independent purposes, objects and powers.

ARTICLE III

The amount of authorized capital stock of this corporation shall be 1000 shares of common \$1.00 per value, voting stock, being all that are issued, to be fully paid and exempt from assessment.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than \$1,000.00.

ARTICLE V

The term for which this corporation shall exist is perpetual..

ARTICLE VI

The place of business of said corporation shall be, as well as the principal office of this corporation, 4699 North Federal Highway Suite #205A, Pompano Beach, Fl. 33064

ARTICLE VII

The business of said corporation shall be conducted by a Board of Directors shall consist of not less than one (1) nor more than three (3) members, as officers, to-wit: a president and a secretary. The members of the said Board of Directors shall be elected at the annual meeting of the

stockholders of said corporation, and the same officers shall be elected at the annual meeting of the stockholders of said corporation, immediately after adjournment of the Board of Directors. Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the incorporator herein.

ARTICLE VIII

The name and post office address of the first Board of Directors who, subject to the provisions of these Articles, for the first of the corporation's existence or until his successors are duly elected and qualified, is:

BRETT W. FORMAN

3060 N.E. 190 Street #310

Aventura, Fl. 33180

SCOTT SOMERMAN

430 N.W. 41 St.

Pompano Beach, Fl. 33064

The annual meeting of the stockholders of this corporation shall be fixed by the By-Laws.

ARTICLE IX

The name and place of residence of the incorporator of this corporation, and the amount of shares of stock held by him are as follows:

BRETT W. FORMAN 500 Shares

3060 N.E. 190 St. #310

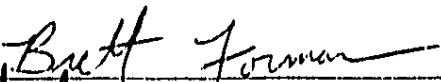
Aventura, Fl. 33064


SCOTT SOMERMAN 500 Shares

430 N.W. 41 Street

Pompano Beach, Fl. 33064

IN WITNESS WHEREOF, I have hereunto subscribed my name this 5th day of February,
1996, at Pompano Beach, Florida.



BRETT W. FORMAN


SCOTT SOMERMAN

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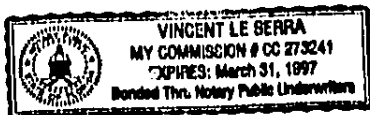
CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

DECEMBER 18 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act: First -- First Financial Credit Corp. desiring to organize under the laws of the State of Florida with its principal office, and indicated in the Articles of Incorporation at City of Pompano Beach, County of Broward, State of Florida has named Richard Wiggins located at 10 Fairway Drive, Suite 205, City of Deerfield Beach, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the Act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



BY: Richard Wiggins

Richard Wiggins

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires: 3-31-1997

P96000016062

Please tender my resignation

from First Financial credit corp.

* corp. # P96000016062

First Financial credit corp.

4699 N. Federal Hwy

suite 205A

Pompano Beach, FL 33064

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97 OCT -6 AM 10:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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*****35.00 *****35.00

* I have enclosed copies of my resignation
to the other officer of the corporation.

I only have copies. I have lost
the original copy. Please note that
they were notarized. Please
send me back a legally stamped
confirmation letter of this resignation.

Brett Forman

19639 E. Country Club Dr. I think you kindly
Aventura, FL 33180

Brett Forman

Brett F.

O/D resig.

Brett W. Forman

ss. 266-95-6257

1/2
FIRST FINANCIAL CREDIT CORP.

7th, 1996

First Financial Credit Corp.
c/o Scott Somerman, President
111 Sheridan St. Suite 215B
Tallahassee, FL 33024

FILED
97 OCT -6 AM 10:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Mr. Somerman,

Pursuant to the agreement you have reached with David
Somerman, this letter is to inform you, that I hereby tender
resignation, my position and title, and turn the 50%
of the stock and ownership of the corporation to you,
Scott Somerman, President of First Financial Credit Corp.

This letter is to serve notice to you, your banking
institution, First Union, and the State of Florida,
Division of Corporations, and the Florida Banking commission.

I am no longer affiliated with First Financial Credit

Thank you for your cooperation.

Sincerely,

(secretary)

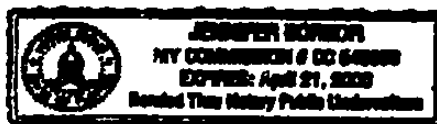
904-874-6000
6012

Corporate Records

Brett W. Forman
Brett W. Forman

4101-
7655-079.70.1860

MAY 28, 1996



Jennifer Brown