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A PROFESSIONAL CORPORATION

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JOHN P. HAUCIL, JR.

May 23, 1996

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FEDERAL EXPRESS
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Money Saver of Palm Beach, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclose for processing please find Articles of Incorporation, in duplicate, on behalf of the above referenced proposed Florida corporation, together with a check in the amount of \$122.50, payable to the Department of State in payment of your filing fee.

FILED
56 MAY 30 AM 11:28
RECEIVED
TALLAHASSEE, FLORIDA

D. BROWN JUN - 5 1996

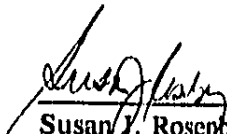
Florida Department of State
May 23, 1996
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As evidence of your receipt and processing of the enclosures, kindly date stamp the enclosed copy of this letter and return it to the undersigned in the envelope provided.

Please feel free to contact me if you have any questions.

ARCHER & GREINER,
A Professional Corporation

By:


Susan J. Rosenberg, Paralegal
To L. Gerald Rigby, Esquire

cc: L. Gerald Rigby, Esquire
Brian Squires
Eric Swift
Philip Swift

ARTICLES OF INCORPORATION
OF
MONEY SAVER OF PALM BEACH, INC.

FILED
\$6 MAY 30 AM 11:28
TALLAHASSEE, FLORIDA

TO: The Secretary of State
State of Florida

THE UNDERSIGNED, of the age of eighteen years or over, for the purpose of forming a corporation pursuant to the provisions of §607.0202 of the Florida Statutes, do hereby execute the following Articles of Incorporation.

FIRST: The name of the corporation is:

Money Saver of Palm Beach, Inc.

SECOND: The purpose or purposes for which the corporation is organized are:

To engage in any activity within the lawful business purpose for which corporations may be organized under Title XXXVI of the Florida Statutes.

THIRD: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) common class, par value of One Cent (\$.01) each.

FOURTH: The address of the corporation's initial registered office is 11510 W. Sample Road, Coral Springs FL 33065, and the name of the corporation's initial registered agent at such address is Brian Squires.

FIFTH: The number of directors constituting the initial board of directors shall be three (3) and the names and addresses of the directors are as follows:

NAME

ADDRESS

Brian Squires

c/o 11510 W. Sample Rd.
Coral Springs, FL 33065

Philip Swift

c/o 11510 W. Sample Rd.
Coral Springs, FL 33065

Eric Swift

2 Executive Drive
Suite #3
Moorestown, NJ 08057

SIXTH: The name and address of the incorporator is as follows:

NAME	ADDRESS
Susan Rosenberg	3700 Bell Atlantic Tower, 1717 Arch Street Philadelphia, PA 19103

SEVENTH: The officers of the corporation and their respective positions set opposite their names are as follows:

NAME	OFFICE
BRIAN SQUIRES	PRESIDENT
PHILIP SWIFT	VICE PRESIDENT
ERIC SWIFT	SECRETARY/TREASURER

EIGHTH: The following provisions are inserted for the management of the business for the conduct of the affairs of the corporation and for the purpose of creating, defining, limiting and regulating the powers of the corporation and its directors and stockholders.

(1) The number of directors of the corporation shall be fixed and may be altered from time to time as provided in the by-laws. Vacancies in the Board of Directors (including new directorships) may be removed by a majority vote of the stockholders entitled to vote for the election of such director at any annual or special meeting thereof for the cause deemed sufficient by such meeting. Directors need not be stockholders of the corporation or residents of the State of Florida:

(2) The Board of Directors shall have the power to make, alter or repeal by-laws. By-laws made by the Board of Directors may be altered or repealed, any new by-laws may be made, by the stockholders at any annual or special meeting if notice of the proposed alteration, repeal or new by-laws is included in the notice of waiver of notice of the meeting.

(3) The Board of Directors shall have power from time to time to determine whether and to what extent, at what times and places, and under what conditions and regulations, the accounts and books of the corporation (other than the stock ledger), or any of them shall be open to

the inspection of the stockholders and no stockholders shall have any right of inspecting any account book or document of the corporation by a resolution of the stockholders of the Board of Directors.

IN WITNESS WHEREOF, the incorporator of the above named corporation, has hereunto signed these Articles of Incorporation this 23rd day of MAY, 1996.


SUSAN ROSENBERG

The registered agent accepts the designation hereby conferred upon him under Article FOURTH of these Articles of Incorporation.


BRIAN SQUIRES

The Principal place of business of this corporation shall be:

11510 W. SAMPLE ROAD
CORAL SPRINGS, FL 33065

FILED
56 MAY 30 AM 11:28
STATE
TALLAHASSEE, FLORIDA