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| NEW FILINGS | AMENDMENTS | <u>い</u> 10元 温度 | | |
| Profit | Amendment | | | |
| NonProfit | Resignation of R.A., Officer/Dir | rector | | |
| Limited Liability | Change of Registered Agent | | | |
| Domestication | Dissolution/Withdrawal | | | |
| Other | Merger | 115,706,671 | | |
| Domestication Other Dissolution/Withdrawal Merger OTHER FILINGS Annual Report Fictitious Name Name Reservation Name Reservation Dissolution/Withdrawal Merger All 15, 706, 671 REGISTRATION AND 25202 Foreign Limited Partnership | | | | |
| OTHER FILINGS | REGISTRATION/ QUALIFICATION | 0491202 | | |
| Annual Report | Foreign | 1011 | | |
| Fictitious Name | Limited Partnership | Was . | | |
| Name Reservation | Reinstatement | | | |
| | Trademark | | | |
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| | Calor | D. BROWN DEC .1.9. 1996 | | |
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 3, 1996

ACCT. MGT. SERVICES INC. 3145 MISSOURI AVENUE SUITE 210 CLEARWATER, FL 34617

SUBJECT: ACCOUNT MANAGEMENT SERVICES INC.

Ref. Number: W96000025202

We have received your document for ACCOUNT MANAGEMENT SERVICES INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return 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 (904) 487-6972.

Doris Brown Document Specialist

Letter Number: 296A00054152

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ARTICLES OF INCORPORATION

OF

ACCOUNT MANAGEMENT INTERNATIONAL, INC.

WE, THE UNDERSIGNED SUBSCRIBERS TO THESE ACTICLES OF INCORPORATION, NATURAL PERSONS COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE 1

NAME OF CORPORATION

THE NAME OF THE CORPORATION SHALL BE. ACCOUNT MANAGEMENT INTERNATIONAL, INC.

ARTICLE II

NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS COLLECTION OF BAD DEBT AND ANY OTHER ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED SATES AND THE STATE OF FLORIDA.

TO MANUFACTURE, PURCHASE, OR OTHERWISE AGUIRE, AND TO OWN, MORTGAGE, PLEDGE, SELL ASSIGN, TRANSFER, OR OTHERWISE DISPOSE OF, AND TO INVEST IN, TRADE IN, DEAL IN AND WITH GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PERSONAL PROPERTY, AND SERVIES, OF EVERY CLASS, KIND AND DESCRIPTION EXCEPT THAT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEGRAPH, TELEPHONE, CEMETERY COMPANY, AND BUILDING AND LOAN ASSOCIATION, FATERNAL BENEFIT SOCIETY, STATE FAIR OR EXPOSITION.

TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICERS IN. AND BUY, MORTGAGE. SELL, CONVEY. LEASE OR OTHERWISE DISPOSE OF REAL AND PERSONAL PROPERTY, INCLUDING FRANCHISES, PATENTS, COPYRIGHTS, TRADEMARKS AND LICENSES, IN THE STATE OF FLORDIA, AND IN ALL OTHER STATES AND COUNTRIES.

TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE BONDS. DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS AND EXCUTE SUCH MORTGAGES. TRANSFERS OF CORPORATE PROPERTY. OR OTHER INSTRUMENTS TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS REQUIRED.

TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSSINESS.

TO GUARANTEE. ENDORSE. PURCHASE, HOLD, SELL, TRANSFER,
MORTGAGE.PLEDGE OR OTHERWISE ACQUIRE OR DISPOSE OF THE SHARES OF
THE CAPITAL STOCK OF. OR ANY BONDS. SECURITES, OR OTHER
EVIDENCES OF INBEDTEDNESS CREATED BY ANY OTHER CORPORATION OF
THE STATE OF FLORIDA. OR ANY OTHER STATE OR GOVERNMENT. AND
WHILE OWNEROF SUCH STOCK TO EXCERCISE ALL THE RIGHTS, POWERS AND
PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

ARTICLE III

CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS: ONE HUNDRED SHARES, COMMON STOCK, NO PAR VALUE.

ARTICLE IV

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS NOT LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS.

THE INITIAL STREET ADDRESS IN THIS STATE OF THE FRINCIPAL OFFICE OF THIS CORPORATION IS: 314 SOUTH MISSOURI AVENUE.

CLEARWATER, FLORIDA 43617. THE CORPORATION MAY FRON TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA AND MAY ESTABLISH BRANCH OFFICES AT SUCH OTHER PLACES WITHIN OR WITHOUT THE STATE OF FLORIDA AS MAY BE DETERMINED AND DEEMED EXPEDIENT.

ARTICLE VII

DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INTIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS BUT SHALL NEVER BE LESS THAN TWO. THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

NAME

ADDRESS

TERRY L. WOLFE

5400 DARTMOUTH AVE N. ST. PETERBBURG. FL 33710

JOHN COOPER

1408 BRYAN DRIVE

ARTICLE VIII

INTIAL OFFICERS

THE NAMES AND STREET ADDRESS OF THE OFFICERS OF THE CORPORATION. WHO, SUBJECT TO THIS CHARTER, BY-LAWS OF THE CORPORATION. AND THE LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTILL AN ELECTION IS HELD BY THE STOCKHOLDERS FOR THE ELECTION OF PERMANENT OFFICERS. OR UNTILL THEIR SUCCESSORS HAVE BEEN DULY ELECTED AND QUALIFIED ARE:

NAME OFFICE ADDRESS

TERRY L WOLFE PRESIDENT & CEO 5400 DARMOUTH AVE N

ST.PETERBBURG, FL 33710

JOHN C. COOPER VICE PRESIDENT 1408 BRYAN DRIVE CLEARWATER, FL 34650

ARTICLE IX

SUBSCRIBERS

THE NAMES AND THE STREET ADDRESS OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION. THE NUMBER OF SHARES OF STOCK WHICH THEY AGREE TO TAKE AND THE VALUE OF CONSIDERATION THEREFORE ARE: NAME ADDRESS SHARE CONSIDERATION TERRY L WOLFE 5400 DARTMOUTH AVE N 250.00 51 ST. PETERSBURG FL 33710 JOHN COOPER 1408 BRYAN DRIVE 49 250.00 CLEARWATER, FL 34650

ARTICLE X

THE INTIAL DESIGNATION OF THE REGISTERED OFFICE OF THIS
CORPORATION SHALL BE 314 S. MISSOURI AVE CLEARWATER, FLORIDA
43617, AND THE REGISTERED AGENT SHALL BE TERRY L WOLFE TO ACCEPT
SERVICE OF PROCESS WITHIN IN THIS STATE UNTILL CHANGED ACCORDING
TO LAW.

ARTICLE XI

AMENDMENT

THESE ARTICLE OF INCORPATION MAY BE AMENDED IN THE MANNER
PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE
STOCKHOLDERS BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THERON.

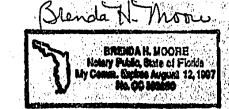
IN WITNESS THEREOF, WE THE INCORPORATORS ABOVE NAMED. HEREUNTO SET OUR HANDS AND SEALS THIS DAY OF NOVEMBER, 1996.

STATE OF FLORIDA COUNTY OF PINELLAS

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOLEDGEMENTS, PERSONALLY APPEARED TERRY L WOLFE, WHO PRODUCED A FLORIDA DRIVERS LICENSE AS IDENTIFICATION, JOHN COOPER WHO PRODUCED A FLORIDA DRIVERS LISCENSE AS IDENTIFICATION, TO ME KNOWN TO BE PERSONS DESCRIBED AS SUBSCRIBERS IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT THEY SUBSCRIBED TO THOSE ARTICLES OF INCORPORATION.

WHITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE, THIS 20 DAY OF DOWNLOW, 1996.

C. 140.423.52.203.0



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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 | e name of the corporation is: <u>Gccou rut Manage n</u> (must include s | ent International Inc |
|--------|--|---|
| 2. The | e name and address of the registered agent and office is: | SECRETARY OF STATE ON SECRETARY OF DEC 19 AM 9: |
| | (Name) | 32 GHS |
| | 314 S Missouri Aue Suite | 2210 |
| | (Street address - P. O. Box or Mail Drop Box NOT accep | table) |
| | Clearwater Horida 34616 | |
| | (City/State/Zip) | |

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.

Juny Lafoff 12/10/96
(Signature) (Date)