

PA1000010822

LAW OFFICES
ULLMAN & ULLMAN
PROFESSIONAL ASSOCIATION

HOWARD F. ULLMAN
MICHAEL W. ULLMAN
KIMBERLY K. RANGEL
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SUITE 1350
515 EAST LAS OLAS BOULEVARD
FORT LAUDERDALE, FLORIDA 33301-2268

TELEPHONE (954) 462-5900
FAX (954) 527-0809

January 9, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Carnegie Credit Services, Inc.
Our File No. 96-0102

400002054314--2
-01/10/97--01085--006
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed for the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. A self-addressed, stamped envelope has been provided for your convenience.

Your prompt attention to this matter would be appreciated.

Very truly yours,
Howard F. Ullman

HFU:db
Enclosure
2:960102-1.LTR

97 FEB -4 AM 8:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 2/f

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TELEPHONE (954) 462-5900
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January 28, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attn: Teresa Brown
Corporate Specialist

Re: Carnegie Credit Services, Inc.
Our File No. 96-0102

Dear Ms. Brown:

We are enclosing the Articles of Incorporation that were returned to us as a result of not having the appropriate Certificate of Designation of Initial Registered Agent and Initial Registered Office pursuant to Section 607.0202(1)(b), Florida Statutes. Accordingly, we are enclosing a Certificate of Designation of Initial Registered Agent and Initial Registered Office duly signed by Bonnie Adamo. Thank you for your patience.

Very truly yours,

Howard F. Ullman

HFU:ica
Enclosure
6:960102-3.LTR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 16, 1997

HOWARD F. ULLMAN
ULLMAN & ULLMAN
515 E. LAS OLAS BLVD., SUITE 1350
FORT LAUDERDALE, FL 33301-2268

SUBJECT: CARNEGIE CREDIT SERVICES, INC.
Ref. Number: W97000001126

We have received your document for CARNEGIE CREDIT 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 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.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 797A00002280

ARTICLES OF INCORPORATION
OF
CARNEGIE CREDIT SERVICES, INC.

FILED
97 FEB 4 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is Carnegie Credit Services, Inc.
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose is to such extent as a corporation is organized under the corporation law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient; or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its business plan; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the corporation laws of this state or under any act amending those laws, supplemental thereto, or substituted therefore.
4. **Capital Stock.** The corporation is authorized to issue 100 shares, all of one class, at \$5.00 par value.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Bonnie Adamo
22995 State Road 7
Suite 172
Boca Raton, Florida 33428

6. **Initial Board of Directors.** The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Bonnie Adamo	22995 State Road 7, Suite 172 Boca Raton, FL 33428
Jacqueline Rochefort	22995 State Road 7, Suite 172 Boca Raton, FL 33428

7. **Incorporator.** The name and address of the Incorporator signing this Articles of Incorporation is

Bonnie Adamo	22995 State Road 7, Suite 172 Boca Raton, FL 33428
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8. **Non-Resident Directors.** Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

9. **Meetings by Conference Telephone.** Members of the Board of Directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law but [regular] [special] meetings of the Board of Directors must be attended in fact in person by each director.

10. **Informal Action of Directors.** If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

11. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 2nd day of January, 1997.

Bonnie Adams

BONNIE ADAMO
Incorporator

Bonnie Adams

BONNIE ADAMO
Registered Agent

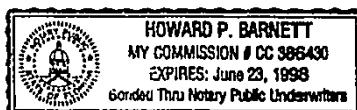
STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared BONNIE ADAMO and to me know to the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of January, 1997.

Howard P. Barnett

Howard P. Barnett
Print Name:
NOTARY PUBLIC, State of Florida
At Large



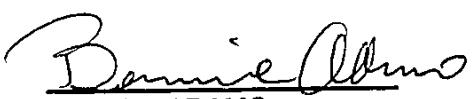
**CERTIFICATE OF DESIGNATION OF INITIAL
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

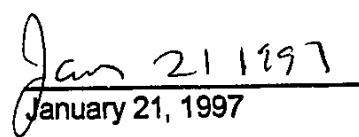
PURSUANT TO THE PROVISIONS OF SECTION 607.0202(1)(b), FLORIDA STATUTES, THE UNDERSIGNED, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **Carnegie Credit Services, Inc.**
2. The name and address of the initial registered agent and the initial principal office is:

Bonnie Adamo
22995 State Road 7
Suite 172
Boca Raton, Florida 33428

Having been named as registered agent 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.


BONNIE ADAMO


January 21, 1997

6:960102.cod

FILED
97 FEB -4 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA