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Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002094514--9  
-02/21/97--01089--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: CONSUMER COUNSELING, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and our check in the amount of \$78.75 representing the fee due for the filing of the Articles of Incorporation and the issuance of a Certificate of Good Standing:

Michelle B. Davis  
3601 W. Commercial Blvd., #35  
Ft. Lauderdale, Florida 33309  
(954) 739-9099

FILED  
97 FEB 21 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PH  
2/26/97

**ARTICLES OF INCORPORATION**

**FILED**

**CONSUMER COUNSELING, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and desiring to form a corporation under the Laws of the State of Florida, hereby certifies as follows:

**ARTICLE I - NAME AND ADDRESS**

This name of the corporation is Consumer Counseling, Inc. and the address of its principal place of business is 3601 W. Commercial Blvd., Suite 35, Fort Lauderdale, FL 33309.

**ARTICLE II - DURATION**

The corporate existence of the corporation shall commence on the date of filing these articles with the office of the Secretary of the State of Florida and shall exist perpetually.

**ARTICLE III - PURPOSE**

The purpose for which the corporation has been formed is as follows: To engage in and transact any or all lawful business for which a corporation may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation shall have the authority to issue is One Hundred Thousand (100,000) shares of Common Stock having a par value of ONE CENT (\$0.01) per share.

**ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the corporation's registered office is 3601 W. Commercial Blvd., Suite 35, Fort Lauderdale, FL 33309, and the name of the corporation's registered agent at such address is Michelle B. Davis.

**ARTICLE VI - DIRECTORS**

The number of directors constituting the initial board of directors shall be one (1) and thereafter the number of directors shall be such number (one or more) as is fixed from time to time in the Bylaws of the Corporation. The director of the Corporation is Michelle B. Davis, 3601 W. Commercial Blvd., Suite 35, Fort Lauderdale, FL 33309.

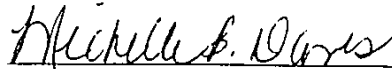
## ARTICLE VII - INCORPORATOR

The names and address of the corporation's sole incorporator is Michelle B. Davis, 3601 W. Commercial Blvd., Suite 35, Fort Lauderdale, FL 33309.

## ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned this 18th day of February, 1997.

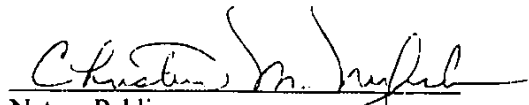
  
Michelle B. Davis

STATE OF FLORIDA  
COUNTY OF BROWARD COUNTY

Before me, the undersigned Notary Public, personally appeared Michelle B. Davis, personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged to me that she subscribed the said instrument for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 18th day of February, 1997.



  
Notary Public

**FILED**

97 FEB 21 AM 9: 21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Michelle B. Davis does hereby accept the foregoing designation as registered agent for the corporation for service of process as to the above corporation, 3601 W. Commercial Blvd., Suite 35, Fort Lauderdale, FL 33309.

Michelle B. Davis  
Michelle B. Davis