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FILED

97 FEB 24 PM 12:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHARLES S. KYRIAZOS

JOHN C. PRIMEAU

*ALSO ADMITTED IN NEW YORK

T.D. ELLIS, JR. (1982)
SHERWOOD SPENCER (1996)

ROBERT B. BUTLER
W. TINSLEY ELLIS
WILLIAM S. SPENCER
MARK F. BUTLER
ROBERT PAUL KEELEY

February 21, 1997

Office of Secretary of State
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

500002095825--7
-02/24/97--01117--005
***70.00 ***70.00

Re: *Consumer Assistance Group, Inc.*

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation and the Certificate of Designation of the Registered Agent and Registered Office for the above referenced corporations.

Also enclosed is a check in the amount of \$70.00 representing the filing fee for the enclosed documents. Please forward a filing receipt to our office in the enclosed envelope.

Your prompt attention to this matter will be appreciated.

Sincerely,


Jonathan E. Brody

JEB/ldp
Enclosures

PH
3/3/97

**ARTICLES OF INCORPORATION OF
CONSUMER ASSISTANCE GROUP, INC.**

FILED

97 FEB 24 PM 12:03

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I: Name

The name of the corporation shall be Consumer Assistance Group, Inc.

Article II: Principal Office

The principal place of business and mailing address of this corporation shall be P.O. Box 816955, Hollywood, Florida 33081.

Article III: Shares

This corporation is authorized to issue a total of 1,000 shares of stock.

Article IV: Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Jonathan E. Brody
4601 Sheridan Street
Suite 505
Hollywood, FL 33021

Article V: Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Jonathan E. Brody
4601 Sheridan Street
Suite 505
Hollywood, FL 33021

The undersigned incorporator has executed these Articles of Incorporation this 21st day of February, 1997.


JONATHAN E. BRODY

**CERTIFICATE OF DESIGNATION OF THE REGISTERED
AGENT AND REGISTERED OFFICE OF
CONSUMER ASSISTANCE GROUP, INC.**

FILED

97 FEB 24 PM 12:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.0501, Florida Statutes, CONSUMER ASSISTANCE GROUP, INC., a corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent and office in the State of Florida.


The name and address of the registered agent and office for the corporation is:

Jonathan E. Brody
4601 Sheridan Street
Suite 505
Hollywood, FL 33021

Acceptance of Appointment of Registered Agent

Having been named as registered agent and to accept service of process for CONSUMER ASSISTANCE GROUP, INC., 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.

Dated this 21st day of February, 1997.

BY: 
JONATHAN E. BRODY