

CAPITAL CONNECTION, INC.

467 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0670
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

Pay 170000

TO: WCO Collections, Inc.

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

[Signature]

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<i>4-7-97</i>		
TIME	<i>4:30</i>		ck No. _____
BY	<i>DK</i>		

WALK-IN
 Will Pick Up _____

31566

Art. of Amend. Filo
 Dissolution/Withdrawal
 C U S
 Fictitious Name Filo
 Name Reservation
 Annual Report/Restatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 Filo
 UCC 11 Search
 UCC 11 Retrieval
 Filo No.'s _____ Copies
 Cellular Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prop.
 FAX () _____ pgs.

SUBTOTALS _____

Fee	
Disbursement	
Guarantee	
TAX on corporate supplied	
SUBTOTAL	
PREPAID	
BALANCE DUE	

Please send invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Month

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF INCORPORATION
OF
WCO COLLECTIONS, INC.

FILED
97 APR -8 AM 11:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned forms a corporation for profit pursuant to Chapter 607 of the Florida Statutes, in accordance with the following:

ARTICLE I

The name of this corporation shall be WCO COLLECTIONS, INC. its principal place of business shall be in the County of Seminole, State of Florida, and its Post Office Address is 719 Laurel Way, Casselberry, Florida 32707 with branch offices or places within or without the State of Florida, as the Board of Directors may from time to time designate.

ARTICLE II

The general nature of the business to be transacted or conducted by this corporation shall be as follows:

1. The collection of accounts which are delinquent for commercial and business purposes.
2. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on

behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the corporation by all lawful means.

3. To own, hold, buy, sell, mortgage, pledge and lease and otherwise exercise all acts of ownership over all kinds and classes of property, real, personal, tangible, and mixed, wheresoever situate, including stocks, bonds, or other securities issued by any firm, person, corporation or association.

The foregoing shall not be considered as a limitation of the powers of this corporation, but merely in addition to the general rights, powers, and privileges granted by the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation is formed for a term which is and shall be perpetual.

ARTICLE VI

This corporation qualifies as a small business corporation as defined in Section 1244 of the Internal Revenue Code and Regulations thereunder and all stock of this corporation shall be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code and Regulations thereunder.

ARTICLE VII

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders.

The name and post office address of the director who shall hold office for the first year of existence of the

corporation, or until her successor is elected and qualified is:

DEBORAH D. PICKETT 719 Laurel Way
Casselberry, Florida 32707

ARTICLE VIII

The name and post office address of the subscriber to this Certificate of Incorporation is:

LARRY D. BARNES 1826 Bluff Oak Street
Apopka, Florida 32712

ARTICLE IX

The officers of this corporation shall be a President and Secretary all of which shall be elected by the Board of Directors at the time and in the manner provided by the By-Laws; and the following named persons shall be the officers of the corporation and shall hold said respective offices for the corporation for the first year of existence of the corporation, or until successors are duly elected and appointed and have qualified, and shall have powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors:

DEBORAH D. PICKETT President/ 719 Laurel Way
Secretary Casselberry, Florida 32707


ARTICLE X

The Board of Directors shall specify the procedure for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI

The registered office of the corporation shall be at 1826 Bluff Oak Street, Apopka, Florida 32712. The registered Agent whose business address is identical with the registered office shall be LARRY D. BARNES.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Sanford, Florida this 26 day of March, 1997.

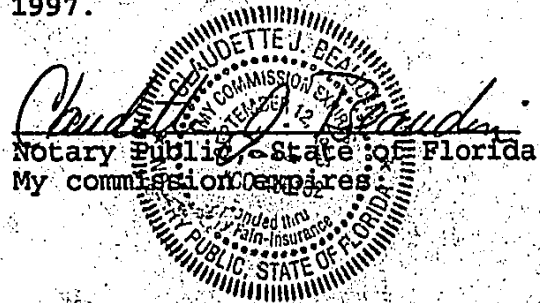

LARRY D. BARNES, Subscriber

STATE OF FLORIDA

COUNTY OF SEMINOLE

I HEREBY CERTIFY, that before me, the undersigned authority, personally appeared LARRY D. BARNES to me well known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation and who acknowledged the execution thereof to be his free act and deed for the uses and purposes therein set forth.

WITNESS my hand and official seal at Sanford, Florida,
this 26 day of March, 1997.



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

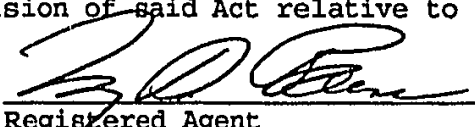
That WCO COLLECTIONS, INC. desiring to organize under
the Laws of the State of Florida, with its principal place of
business at 719 Laurel Way, Casselberry, Florida 32707
indicated in the Certificate of Incorporation, has named
LARRY D. BARNES whose address is 1826 Bluff Oak Street,
Apopka, Florida 32712 as its Registered Agent to accept
service of process within this state.

WCO COLLECTIONS, INC.

BY: 

ACKNOWLEDGMENT

Having been named to accept service of process for the
above named corporation, at place designated in this
Certificate, I hereby accept to act in this capacity and
agree to comply with the provision of said Act relative to
keeping open said office.


Registered Agent

7

97 APR -8 AM 11:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED