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MASON & ASSOCIATES
Professional Association
Attorneys at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 PM 12:29

April 16, 1997

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

Re: Chexx Finance Group U.S.A., Inc.
Our ref: 2873.1

000002149110--5
-04/21/97--01106--006
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find a set of Articles of Incorporation for Chexx Finance Group U.S.A, Inc. Please file the Articles of Incorporation and return a Certificate of Status to our office in the envelope provided.

We have enclosed a check in the amount of \$78.75 to cover the cost of filing the articles and the cost of the Certificate of Status.

If you have any questions, do not hesitate to contact us. Thank you for your attention to this matter.

Sincerely,

Anna Colton

Anna Colton, CLA

Enclosure
2873.1

ARTICLES OF INCORPORATION
OF
CHEXX FINANCE GROUP U.S.A., INC.

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ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is CHEXX FINANCE GROUP U.S.A., INC., and the principal address is 101 Mainstreet, Suite B, Safety Harbor, FL 34695.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is Mason & Associates, P.A., 17757 U.S. Hwy. 19 North, Suite 500, in the City of Clearwater, County of Pinellas, Florida 34624-6566. The name of its registered agent at such address is Joseph C. Mason.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is Ten Thousand (10,000) and the par value of each of such shares is Ten Cents (\$.10) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The names and mailing addresses of each person who is to initially serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Henri Marie Antoine Berge'	101 Mainstreet, Suite B Safety Harbor, FL 34695

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE VI - AMENDMENTS


The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE VII - INCORPORATOR

The incorporator is Henri Marie Antoine Berge', whose mailing address is 101 Mainstreet, Suite B, Safety Harbor, FL 34695.

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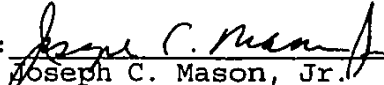
THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 15th day of April, 1997.

By: 
Henri Marie Antoine Berge
Incorporator

Acknowledgment of Registered Agent

I hereby accept designation as
Registered Agent.

MASON & ASSOCIATES, P.A.

By: 
Joseph C. Mason, Jr.
Registered Agent