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ACCOUNT NO. : 072100000032

REFERENCE : 356265 4355873

AUTHORIZATION :

Patricia Pizzini

COST LIMIT : \$ 70

ORDER DATE : May 6, 1997

ORDER TIME : 12:20 PM

ORDER NO. : 356265-005

CUSTOMER NO: 4355873

100002171541--1

CUSTOMER: Jonathan D. Rose, Esq
MCDONOUGH, MARCUS, COHN &
TRETTER
600 Third Ave.

New York, NY 10016

DOMESTIC FILING

NAME: COMMERCIAL COLLECTION GROUP
INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CHRIS SMITH

EXAMINER'S INITIALS: _____

RECEIVED
MAY 8 1997
FBI - NEW YORK
DIVISION OF CORPORATION

MAY - 8 1997

FILED

97 MAY -8 PM 3:16

ARTICLES OF INCORPORATION
OF

TALLAHASSEE, FLORIDA

COMMERCIAL COLLECTION GROUP INTERNATIONAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

COMMERCIAL COLLECTION GROUP INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 5745 Pelican Pointe Drive, #1, Sebastian, Florida 32958, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

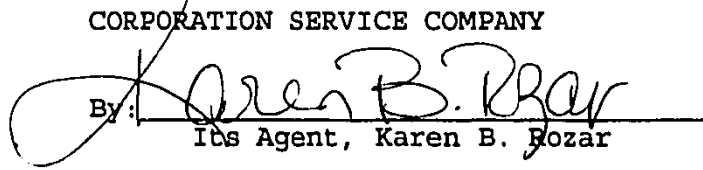
ARTICLE VI. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 8, 1997.

CORPORATION SERVICE COMPANY

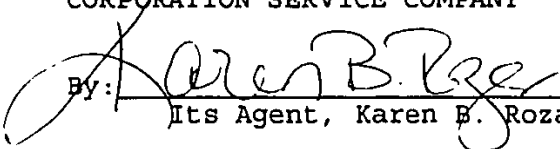
By: 

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

CKS

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED