

P970000 44638



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 397951 7120267

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 20, 1997

ORDER TIME : 9:18 AM

ORDER NO. : 397951-005

CUSTOMER NO: 7120267

CUSTOMER: Mr. Arnold R. Barbara  
CREDIT FIX CREDIT REPAIR  
SPECIALISTS  
Suite 204  
8500 Southwest 8th Street  
Miami, FL 33144

500002185165--9  
-05/20/97--01059--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: TERESA ANDELO PRODUCTION, 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: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
57 MAY 20 PM 1:12  
TALLAHASSEE, FLORIDA

MAY 20 1997

**FILED**  
97 MAY 20 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
of  
TERESA ANDELO PRODUCTION, INC.**

The undersigned person, acting as incorporator of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is: **TERESA ANDELO PRODUCTION, INC.**

**ARTICLE II  
SHARES**

The total number of shares which the corporation shall have authority to issue is 1000, shares of par value With a par value of \$ 1.00 per share.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such addresses is:

**TERESA ANDELO  
1701 SW 14 TERRACE  
DADE COUNTY  
MIAMI FL. 33135**

**THE PRINCIPAL ADDRESS IS THE SAME.**

**ARTICLE IV  
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V  
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:  
**TERESA ANDELO 1701 SW 14 TERRACE DADE COUNTY MIAMI FL. 33135**

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.


#### ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

#### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
TERESA ANDELO, Incorporator  
1701 SW 14 TERRACE  
MIAMI FL. 33135

#### ACCEPTANCE OF REGISTER AGENT

The undersigned hereby accepts appointment as initial register agent of the above Corporation.

  
TERESA ANDELO

12:11 PM  
JAN 20 PM 1:12  
TALLAHASSEE, FLORIDA