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FILED  
MAY 22 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 5, 1997

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

700002187727--2  
-05/22/97--01028--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ZZ Credit, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Paul Prentice

111 NW 183 St. Suite 420  
Miami, FL 33169

305-690-9038

P. Prentice

MAY 23 1997

ARTICLES OF INCORPORATION  
OF

ZZ CREDIT, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I- CORPORATE NAME

The name of the corporation is: ZZ Credit, Inc.

ARTICLE II- DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III- PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV- CAPITAL STOCK

The corporation is authorized to issue five hundred(500) of one dollar(\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Paul Prentice  
111 NW 183 St. Suite 420  
Miami, FL 33169

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of the corporation are as follows:

Paul Prentice  
111 NW 183 St. Suite 420  
Miami, FL 33169

Frank Erceg  
111 NW 183 St. Suite 420  
Miami, FL 33169

ARTICLE VII- STREET ADDRESS

The initial address of the principal office of the corporation shall be:  
111 NW 183 St. Suite 420  
Miami, FL 33169

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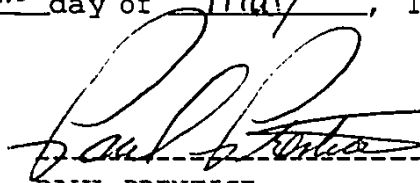
ARTICLE VIII- INCORPORATORS


The name and address(es) of the person(s) signing these Articles Of Incorporation are as follows:

Paul Prentice  
111 NW 183 St. Suite 420  
Miami, FL 33169

Frank Erceg  
111 NW 183 St. Suite 420  
Miami, FL 33169

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15<sup>th</sup> day of May, 1997.

  
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PAUL PRENTICE

  
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FRANK ERCEG

STATE OF FLORIDA

COUNTY OF

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Paul Prentice & Frank Erceg

known to me and known to the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that executed these Articles of Incorporation.

IN WITNESS THEREOF, I have herunto affixed my hand and seal, in the State and County aforesaid, this 15<sup>th</sup> day of May, 1997.

(Notary Seal)

  
(Notary Public, State of Florida at Large)

My commission expires: Oct, 10, 2000



CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

ZZ CREDIT, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

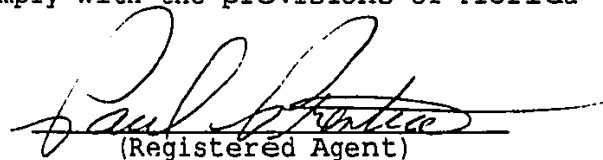
111 NW 183 St. Suite 420  
Miami, FL 33169

has named Paul Prentice

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
(Registered Agent)

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