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FLORIDA DIVISION OF CORPORATIONS

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FROM: LA DUKE & LA DUKE P.A.
075764001766

ACCT#:

CONTACT: RONALD LA DUKE
PHONE: (954) 970-4193
(954) 970-4193

FAX #:

NAME: HONOR CREDIT CORPORATION

AUDIT NUMBER.....H97000012313

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 30, 1997

LA DUKE & LA DUKE P A

SUBJECT: HONOR CREDIT CORPORATION
REF: W97000017481

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically submitted document must also include the preparer's telephone number in the lower left hand corner.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H97000012313
Letter Number: 797A00038774

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**ARTICLES OF INCORPORATION
OF**

Honor Credit Corporation

ARTICLE I

NAME

The name of this company is **Honor Credit Corporation**

ARTICLE II

DURATION

The period of duration of this Corporation is perpetual.

ARTICLE III

PURPOSES AND POWERS

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is Ten Million (10,000,000) shares of Common Stock, having no par value.

ARTICLE V

PRE-EMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

Ronald La Duke
La Duke & La Duke PA
P.O.Box 771000
Coral Springs, Fl. 33077
(954) 975-0536
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ARTICLE VI**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial place of business is 6593 S.W. 10th Court, North Lauderdale, Florida 33068 and the registered office of this Corporation is 6593 S.W. 10th Court, North Lauderdale, Florida 33068 and the name of the initial registered agent of this Corporation at that address is Ronald La Duke.

ARTICLE VII**DATA RESPECTING DIRECTORS****7.1 Initial Board of Directors**

The Initial Board of Directors shall be residents of the State of Florida or stockholders of the Corporation. The initial Board of Directors shall hold the organizational meeting of the Corporation.

7.2 Names and Addresses

The names and addresses of the members of the initial Board of Directors who shall serve until the first annual meeting of the stockholders, or until the first annual meeting of the stockholders, or until successors shall have been elected, are as follows:
Ronald La Duke, 6593 S.W. 10th Court, North Lauderdale, Florida 33068.

7.3 Increase or Decrease of Directors

The number of Directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Directors.

ARTICLE VIII**INCORPORATION**

The name and address of the person signing these Articles of Incorporation is Ronald La Duke, 6593 S.W. 10th Court, North Lauderdale, Florida 33068.

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ARTICLE IX

CUMULATIVE VOTING

At each election for Directors, every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one (1) candidate as many votes as the number of Directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of candidates.

ARTICLE X

ACTION BY DIRECTORS AND STOCKHOLDERS WITHOUT A MEETING

The Directors and Stockholders of this Corporation may take action by written consent, as provided by law and the By-Laws of this Corporation.

ARTICLE XI

AMENDMENT

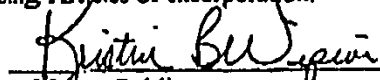
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 28th Day of July, 1997.


Ronald La Duke

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Ronald La Duke, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.


Notary Public



KRISTIN B WINTON
My Commission CG506132
Expires Oct. 20, 1999

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DESIGNATION OF RESIDENT AGENT

FOR

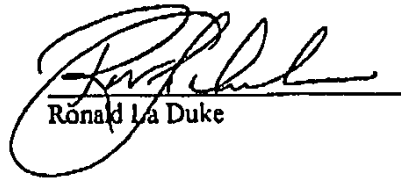
Honor Credit Corporation

Pursant to Chapter 48.091, Florida Statutes the following is submitted.

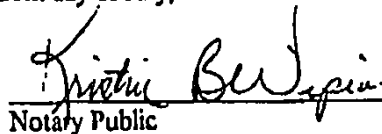
Honor Credit Corporation, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida, has named Ronald La Duke located at, 6593 S.W. 10th Court, North Lauderdale, Florida 33068., County of Broward, State of Florida as its agent for 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 agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Ronald La Duke

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official Seal, in the State and County aforesaid, this 28th day of July, 1997.


Notary Public



KRISTIN D WIPIOR
My Commission CC808132
Expires Oct. 28, 1999

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