

P9800000 2250

ACCELERATED DEBT REDUCTION/ADR, INC.
1876 NORTH UNIVERSITY DRIVE SUITE 202 PLANTATION, FLORIDA 33322
PHONE (954) 370-1994 FAX (954) 424-0353

JANUARY 4, 1998

STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
TALLAHASSEE, FLORIDA 32314

VIA PRIORITY MAIL

RE: CORPORATE REGISTRATION

TO WHOM IT MAY CONCERN:

400002391934--3
-01/07/98--01017--009
****122.50 ****122.50

ENCLOSED PLEASE FIND TWO (2) COPIES OF THE ARTICLES OF INCORPORATION OF THIS FIRM. ALSO ENCLOSED PLEASE FIND A CHECK FOR \$122.50 TO COVER THE COST OF REGISTRATION AND AN ORIGINAL CERTIFICATE.

THANK YOU FOR YOUR ATTENTION TO THIS MATTER.

BEST REGARDS,
ACCELERATED DEBT REDUCTION/ADR, INC.


A. I. SCHWEITZER
INCORPORATOR

A.I. Schweitzer GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Name - Remove ADR from Name
DATE 1-9-98 Change RP to A.I. Schweitzer - Article V
DOC. EXAM add title of incorporator to RP acceptance
BD

FILED
98 JAN -7 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Accelerated Debt Reduction, Inc.**

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TALLAHASSEE, FLORIDA

FIRST: The name of the Corporation is Accelerated Debt Reduction, Inc. (the "Corporation").

SECOND: The duration of the Corporation is perpetual.

EFFECTIVE DATE
1-2-98

THIRD: The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

FOURTH: The Corporation is authorized to issue 20,000,000 shares of common stock, \$.001 par value and 5,000,000 shares of preferred stock, \$.01 par value.

The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Articles.

FIFTH: The street address of the initial registered office of the Corporation is: 1876 North University Drive, Suite #200-F, Plantation, Florida 33322 and the name of the registered agent of the Corporation is: A. I. Schweitzer

SIXTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is: A. I. Schweitzer, 1876 North University Drive, Suite #200-F, Plantation, Florida 33345-1178.

SEVENTH: The name and address of the incorporator of the Corporation is: A. I. Schweitzer, 1876 North University Drive, Suite #200-F, Plantation, Florida 33322.

EIGHTH: The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

NINTH: The Corporation expressly elects not to be governed by Section 607.108 of the Florida General Corporation Act as amended from time to time, relating to affiliated transactions.

TENTH: The Corporation expressly elects not to be governed by Section 607.109 of the Florida General Corporation Act as amended from time to time, relating to control share acquisitions.

ELEVENTH: The corporate existence of the Corporation shall commence January 2, 1998.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this fifth day of January, 1998.

A. I. Schweitzer, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.325 of the Florida Statutes.

By: 


A. I. Schweitzer, Agent/-Incorporator
1876 North University Dr. #200-F
Plantation, Florida 33322

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set above, *personally* appeared A. I. Schweitzer, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the State and County aforesaid, this 5 day of ~~March~~, 1998
January

Lisa Weintraub

 Lisa S Weintraub
★ My Commission CC652713
Expires June 09, 2001

Notary Public, State of Florida
at Large

My Commission Expires: 6/9/2001

FILED
98 JAN -7 AM 9:48
TALLAHASSEE, FLORIDA