

P98000019367

FEBRUARY 26, 1998

SECRETARY OF STATE
CORPORATE DIVISION
P. O. BOX 6327
TALLAHASSEE, FL 32314

RE: ARTICLES OF INCORPORATION FOR:
PROFESSIONAL CREDIT SERVICES ACCEPTANCE CORPORATION

DEAR SIR/MADAME:

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-02/27/98--01083--001
*****70.00 *****70.00

ENCLOSED HERewith FIND AN ORIGINAL AND ONE COPY OF THE ABOVE ARTICLES OF INCORPORATION, A CORPORATION FOR PROFIT, A CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE, ALONG WITH A CHECK IN THE AMOUNT OF \$70.00 FOR THE COST OF FILING THE SAME.

PLEASE NOTE, PAGE THREE, ARTICLE VI, THE REGISTERED OFFICE AND REGISTERED AGENT IS LISTED.

PLEASE FORWARD A CONFIRMED FILED COPY OF THE ARTICLES TO THE ADDRESS LISTED BELOW. THANK YOU IN ADVANCE, FOR YOUR ATTENTION IN THIS MATTER.

RMG
PO BOX 3941
BELLEVIEW, FL 34421

VERY TRULY YOURS,



RYAN D. CHAMBERLIN

SECRETARY OF STATE
TALLAHASSEE, FL 32314

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FILED

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3-2-98

ARTICLES OF INCORPORATION
OF
PROFESSIONAL CREDIT SERVICES ACCEPTANCE CORPORATION, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

ARTICLE I
NAME

The name of the Corporation is:

PROFESSIONAL CREDIT SERVICES ACCEPTANCE CORPORATION, INC.

ARTICLE II
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of Common Stock, One Dollar par value.

ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of stockholders.

ARTICLE VI
PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporations principal office is 1515 East Silver Springs

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TALLAHASSEE, FLORIDA

WEST 181

Boulevard, Ocala, Florida 34474. The street address of the initial registered office of this Corporation is 5410 SE 110th Street, Belleview, Florida 34420, and the name of the initial registered agent of this corporation at such address is Ryan Daniel Chamberlin.

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION FOR PROFIT AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have Two directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial director of the corporation is as follows:

Ryan Daniel Chamberlin
5410 SE 110th Street
Belleview, Florida 34420

and

Charles B. Whitfield
28904 Valley Center Road
Valley Center, California 92082

ARTICLE VIII
INCORPORATORS

The name and addresse of the Corporation's incorporator is:

Ryan Daniel Chamberlin
5410 SE 110th Street
Belleview, Florida 34420

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X
LIMITATION ON STOCKHOLDER SUITS


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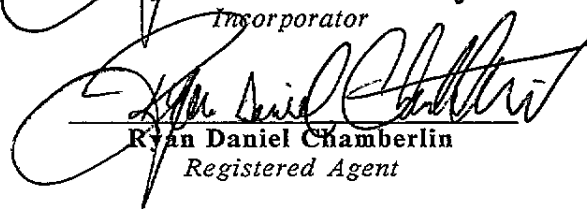
Stockholders shall not have a cause of action against the Corporation's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

* * *

IN WITNESS WHEREOF, we have subscribed our names this 19 day of February, 1998.

Signed, Sealed & Delivered
In Our Presence

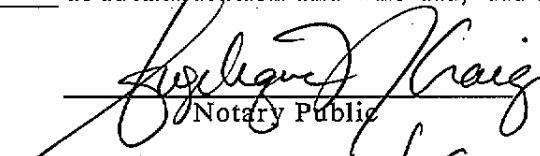

Ryan Daniel Chamberlin
Incorporator

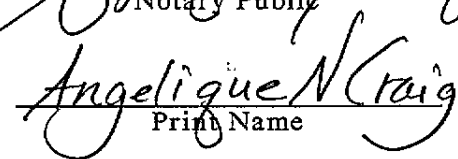

Ryan Daniel Chamberlin
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA }
COUNTY OF MARION } ss.:

THE FOREGOING INSTRUMENT was acknowledged before me, on the 19th day of February, 1998, by Ryan Daniel Chamberlin, who are personally known to me tor who produced _____ as identification and who did/ did not take an oath.


Notary Public


Print Name

commission expiration:
commission No.:

