

P98000039116

LAW OFFICES
WICKER, SMITH, TUTT, O'NEAL
MCCOY, GRAHAM & FORD, P.A.

5TH FLOOR GROVE PLAZA BUILDING
2900 MIDDLE STREET (S.W. 28TH TERRACE)

MIAMI, FLORIDA 33133

(305) 448-3939

TELECOPIER (305) 441-1745

FORT LAUDERDALE OFFICE
BARNETT BANK PLAZA, 5TH FLOOR
ONE EAST BROWARD BOULEVARD
P.O. BOX 14460
FORT LAUDERDALE, FLORIDA 33302
(954) 467-6405
TELECOPIER (954) 760-9353

WEST PALM BEACH OFFICE
UNITED NAT'L BANK TOWER • SUITE 700
1645 PALM BEACH LAKES BOULEVARD
P.O. BOX 2508
WEST PALM BEACH, FLORIDA 33402
(561) 689-3800
TELECOPIER (561) 689-9206

ORLANDO OFFICE
BARNETT BANK CENTER • SUITE 1000
390 NORTH ORANGE AVENUE
P.O. BOX 2753
ORLANDO, FLORIDA 32802
(407) 843-3939
TELECOPIER (407) 649-8118

TAMPA OFFICE
100 NORTH TAMPA STREET
SUITE 3650
TAMPA, FLORIDA, 33602
(813) 222-3939
TELECOPIER (813) 222-3938

EFFECTIVE DATE
4-24-98

April 24, 1998

VIA EXPRESS MAIL

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Florida Credit Services, Inc.
Articles of Incorporation

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) copy of the executed and notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	<u>35.00</u>
TOTAL	\$122.50

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***122.50 ***122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 28 AM 10:27

FILED

4/29/98

EFFECTIVE DATE

4-24-98

ARTICLES OF INCORPORATION
OF
FLORIDA CREDIT SERVICES, INC.

FILED
98 APR 28 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

FLORIDA CREDIT SERVICES, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

13810 Kendale Lakes Drive
Miami, FL 33183

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

- (1) Collection of past-due debts.

(2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

ARTICLE V

CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 500 shares of stock of the par value of \$5.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the

corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of two (2) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME

ADDRESS

Patricia Anderson

13810 Kendale Lakes Drive
Miami, FL 33183

James C. Anderson

13810 Kendale Lakes Drive
Miami, FL 33183

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, FLORIDA CREDIT SERVICES, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 13810 Kendale Lakes Drive, Miami Dade County, Florida, and has named James C. Anderson as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers to these Articles of Incorporation are as follows:

NAME

ADDRESS

Patricia Anderson

13810 Kendale Lakes Drive
Miami, FL 33183

James C. Anderson

13810 Kendale Lakes Drive
Miami, FL 33183

ARTICLE XI

SCOPE OF ARTICLES

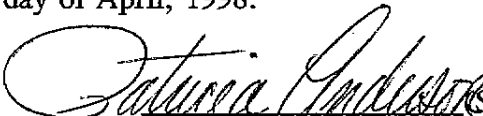
The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

ARTICLE XII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 24th day of April, 1998, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

WITNESS our hands and seals this 24th day of April, 1998.


 (SEAL)
PATRICIA ANDERSON

 (SEAL)
JAMES C. ANDERSON

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared PATRICIA ANDERSON and JAMES C. ANDERSON, to me well known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 24th day of April, 1998.


Notary Public, State of Florida
at Large

My commission expires:



G VICTOR TUTAN
My Commission GC406218
Expires Nov. 26, 1998
Bonded by HAI
800-422-1555

Secretary of State of Florida
April 24, 1998
Page 2

Please note that in accordance with §607.0203, F.S., and Article XII of the Articles, the corporate existence will commence April 24, 1998.

Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "G. Victor Tutan", with a long horizontal flourish extending to the right.

G. Victor Tutan

GVT/kfp
Enclosures

437775.51

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for FLORIDA CREDIT SERVICES, INC., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.

James P. Anderson (SEAL)
Registered Agent

437458.51

FILED
98 APR 28 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA