

P98000078656

ABC Credit & Collection Services, Inc.

1133 S.E. 3rd Avenue
Fort Lauderdale, FL 33316
(954) 467-8888

Wednesday, September 02, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200002632782--3
-09/04/98-01114-006
*****70.00 *****70.00

Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed please find three originals of the Articles of Incorporation and three originals of the Certificate of Designation of Registered Agent/Office.

Also please find our check for \$70.00 for the fees involved.

Thank you for your prompt handling of this matter.

Sincerely,



Eduardo Almeida
General Manager

FILED
98 SEP -4 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Eduardo GAVE
AUTHORIZATION BY PHONE TO
CORRECT 9/11/98
DATE 9/11/98
DOC. EXAM TA

TA - 9/11/98

**Articles of Incorporation
of
ABC Credit & Collection Services, Inc.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED have executed the following document as Incorporators of the above mentioned corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as Incorporators, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be:
ABC Credit & Collection Services, Inc.

**ARTICLE II
EXISTENCE**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III
BUSINESS AND PURPOSE**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all things herein mentioned as fully and to the same extent as natural persons might do, viz:

- a. Transact any and all lawful business;
- b. Said corporation shall further have the powers:
 - i. to have perpetual existence and succession by its corporate name;
 - ii. to sue and be sued, complain and defend in its corporate name in all actions and proceedings;
 - iii. to have a corporate seal, which may be altered at its pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any manner reproduced;
 - iv. to purchase, take over, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;
 - v. to purchase, take over, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with businesses and business entities or any interest therein, wherever situated;
 - vi. to make contracts and guarantees and incur liabilities;
 - vii. to indemnify any person who is or was a director, officer, employee or agent of the corporation to the full extent of the law as permitted by Florida Statute 607.014;

- viii. to accept service of process;
- ix. to make loans, incur liabilities, and charge interest;
- x. to collect debts from private individuals and commercial businesses;
- xi. to check credit records and run credit reports on individuals and business entities.

ARTICLE IV **CAPITAL STOCK**

The total number of shares this corporation shall have the authority to issue is the total sum of ONE THOUSAND (1,000) shares, having an individual par value of \$0.05 per share.

Unless otherwise stated in these articles or amended, there shall be only one (1) class of stock of this corporation and that class shall be common stock.

ARTICLE V **BOARD OF DIRECTORS**

The initial Board of Directors shall consist of a total of two (2) persons. The names and addresses of the Incorporators and directors are:

P/D	Robert Prager 5820 Palm Tree Road Plantation, FL 33317	V/D	Judy Prager 5820 Palm Tree Road Plantation, FL 33317
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ARTICLE VII **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office and the initial Registered Agent of this corporation shall be:

Robert Prager
c/o ABC Credit & Collection Services, Inc.
1133 S.E. 3rd Avenue
Fort Lauderdale, FL 33316
(954) 467-8888

ARTICLE VIII **OFFICE LOCATION**

The address of the principal office of this corporation shall be:

ABC Credit & Collection Services, Inc.
1133 S.E. 3rd Avenue
Fort Lauderdale, FL 33316
(954) 467-8888

ARTICLE IX

BYLAWS

1. **Adoption, Amendment, Etc.**

The power to adopt the bylaws of this corporation, to alter, amend, ore repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the shareholders, and the shareholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

2. **Scope**

The bylaws of this Corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States of America.

ARTICLE X

SHAREHOLDER MEETINGS

1. **Annual Meetings**

The annual meeting of the shareholders of this corporation shall be held between January 1 and December 31, inclusive, in each year for the purpose of electing directors and for the transaction of such other proper business as may come before the meeting, the exact date to be established by the Board of Directors from time to time.

2. **Special Meetings**

Special meetings of the shareholders of this corporation for any purpose or purposes may be called at any time by:

- (a) the Board of Directors;
- (b) the Chairman of the Board of Directors (if one is so appointed);
- (c) the President of this Corporation;
- (d) by holders of not less than 25% of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting. Such Special Meeting must be in writing and signed and dated by no less than 25% of the voting shareholders, and said document must be delivered to the Secretary of this corporation no less than 10 days before the Special Meeting is to be convened. The notice of Special Meeting must state the purpose of the meeting, issues to be covered during the meeting, and any other particulars for that meeting.

At any Special Meeting of the shareholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been set forth in the notice of such special meeting.

IN WITNESS WHEREOF, the undersigned Incorporators have executed there Articles of Incorporation on this 01 day of September 1998.

[Signature]
Witness

[Signature]
Robert Prager, President/Director

[Signature]
Witness

[Signature]
Judy Prager, Vice President/Director

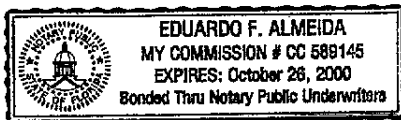
STATE OF FLORIDA :
: SS.
COUNTY OF BROWARD :

BEFORE ME, a Notary Public authorized to take acknowledgements in the State of Florida, County of Broward, personally appeared ROBERT PRAGER and JUDY PRAGER, both known to me and by me to be the persons herein described and who executed the foregoing Articles of Incorporation and have acknowledged before me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 01 day of September 1998.

S E A L

[Signature]
Eduardo F. Almeida
Notary Public
State of Florida at Large

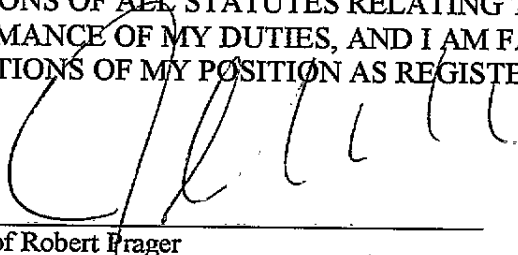


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **ABC Credit & Collection Services, Inc.**
2. The name and address of the registered agent and office is:
ROBERT PRAGER
1133 SE 3rd Avenue
Fort Lauderdale, FL 33316

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



Signature of Robert Prager

Dated this September 1, 1998

FILED
98 SEP -4 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT FILING FEE: \$35.00