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ATTORNEYS AT LAW

631 U.S. HIGHWAY ONE - SUITE 410

P.O. BOX 14036

NORTH PALM BEACH, FLORIDA 33408

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LAWRENCE C. GRIFFIN
SCOTT M. COLTON

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OF COUNSEL

ROBERT F. CROMWELL

February 12, 1999

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

100002776211--0

-02/15/99--01143--017

Re: Good Credit Lending, Inc.

****122.50 *****78.75

Dear Sir or Madam:

Enclosed are the original and copy of the Articles of Incorporation for the above-named corporation for profit, together with our firm's check in the amount of \$122.50 to cover the following:

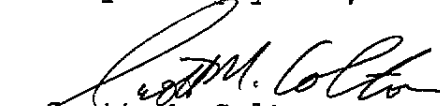
Filing fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy of Articles	<u>52.50</u>

Total	\$122.50
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Please file the original Articles of Incorporation and return the certified copy to my attention at the above address. A stamped return envelope is enclosed for your convenience.

Thank you for your assistance in this matter.

Very truly yours,


Scott M. Colton

SMC:mds

Enclosures



FILED
99 FEB 15 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GOOD CREDIT LENDING, INC.

FILED
99 FEB 15 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, being a natural person, and being competent to contract, hereby files the following Articles of Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be GOOD CREDIT LENDING, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "common shares".

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of this corporation is: 402 Fourth Terrace, Palm Beach Gardens, Florida 33418, and the mailing address of this corporation is: 402 Fourth Terrace, Palm Beach Gardens, Florida 33418.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 631 U.S. Highway One, Suite 410, North Palm Beach, Florida 33408, and the name of the initial registered agent of this Corporation at such address is Scott M. Colton, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of this Corporation is Paul Donohue, Jr., 402 Fourth Terrace, Palm Beach Gardens, Florida 33418.

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the stockholders or the directors.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X - PREEMPTIVE 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 any fractional shares) at the price at which it is offered to others.

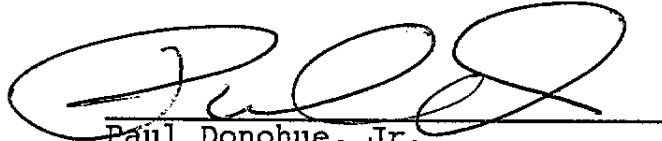
ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Paul Donohue, Jr., 402 Fourth Terrace, Palm Beach Gardens, Florida 33418.

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of February, 1999.

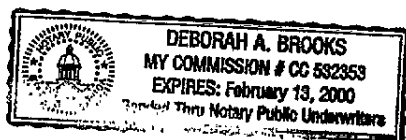

Paul Donohue, Jr.
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized in the State and County aforesaid, personally appeared Paul Donohue, Jr., who is personally known to me and who is known to be the person who executed the foregoing Articles of Incorporation as Incorporator.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of February, 1999.



Deborah A Brooks
Notary Public, State of Florida at Large

Deborah A Brooks
Print Name

My commission No.: 532353
My commission Expires: 2/13/00

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
99 FEB 15 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with §48.091, Florida Statutes, the following is submitted:

1. That GOOD CREDIT LENDING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Palm Beach Gardens, County of Palm Beach, State of Florida, has named Scott M. Colton, Esquire, located at 631 U.S. Highway One, Suite 410, North Palm Beach, Florida 33408, as its Registered Agent to accept service of process within Florida.

By: _____

Paul Donohue, Jr.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 11th day of February, 1999.

Scott M. Colton
Registered Agent