

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Debt management
Associates International
Inc.

800002862048--4
-05/04/99--01062--016
*****78.85 *****78.85

FILED
99 MAY -4 PM 2:14
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Signature _____

Requested by AA 5/4/99 9:44
Name Date Time

Walk-In _____ Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DEBT MANAGEMENT ASSOCIATES INTERNATIONAL, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, Florida Statutes, Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE - Name

The name of this corporation is **DEBT MANAGEMENT ASSOCIATES INTERNATIONAL, INC.**

ARTICLE TWO - Duration

The period of its duration is perpetual.

ARTICLE THREE - Purpose

(A) To engage in the business of developing, selling and supporting software and source documentation for consumer credit counseling organizations or otherwise acquiring in whole or in part such software programs licenses, rights, and privileges, subject to royalties or otherwise, whether exclusive, nonexclusive, or limited, whether in the United States or elsewhere: to sell, let, or grant any licenses, concessions, rights, or privileges belonging to this Corporation or which it may acquire, or any interest in the same, and generally to acquire any products of any such software or rights therein, maintain equipment, intellectual property, intangibles and other things in connection therewith.

(B) To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country;

(C) Additionally, this corporation is organized under the corporation laws of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its business plan; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the corporation laws of this state or under any act amending those laws, supplemental thereto, or substituted therefore.

(D) It is the intent of this corporation to elect an "S" tax status under section 2553 of the Internal Revenue Code, as amended.

ARTICLE FOUR - Capital Stock

The corporation is authorized to issue 1,000 shares, all of one class, at \$0.50 par value.

ARTICLE FIVE - Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

George L. Kokinos
23123 State Road 7
Suite 110 A
Boca Raton, FL 33428

ARTICLE SIX - Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased from time to time but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
George L. Kokinos	23123 State Rd. 7 Suite 110 A Boca Raton, FL 33428

ARTICLE SEVEN – Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
George L. Kokinos	23123 State Rd. 7 Suite 110 A Boca Raton, FL 33428

ARTICLE EIGHT - Non-Resident Directors

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

ARTICLE NINE - Meetings by Conference Telephone

Members of the Board of Directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

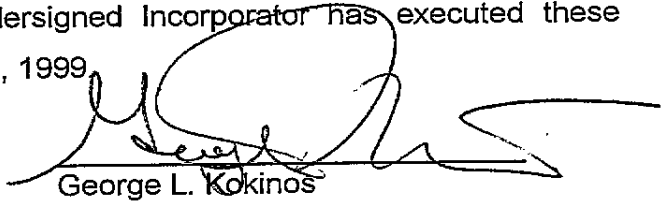
ARTICLE TEN - Informal Action of Directors

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE ELEVEN - Amendment of Articles

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

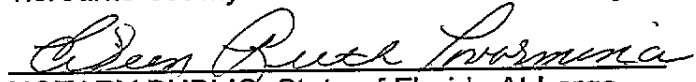
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of May, 1999.


George L. Kokinos

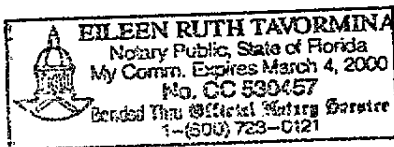
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared George L. Kokinos, personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of May, 1999.


NOTARY PUBLIC, State of Florida At Large
Print Name: EILEEN RUTH TAVORMINA

My Commission expires:



**CERTIFICATE OF DESIGNATION OF INITIAL
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

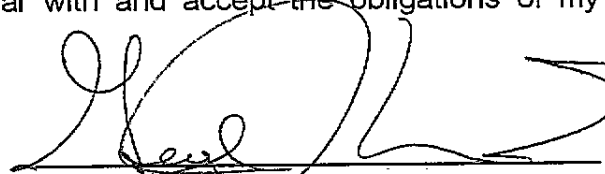
PURSUANT TO THE PROVISIONS OF SECTION 607.0202(1)(b), FLORIDA STATUTES, THE UNDERSIGNED, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is **DEBT MANAGEMENT ASSOCIATES INTERNATIONAL, INC.**

The name and address of the initial registered agent and the initial principal office is:

George L. Kokinos
23123 State Rd. 7
Suite 110 A
Boca Raton, FL 33428

Having been named as registered agent 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.


George L. Kokinos
Dated: May 3, 1999

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99 MAY -4 PM 2:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA