

P990000058785

MICHAEL J. MELLA, ESQUIRE
7301A WEST PALMETTO PARK ROAD, SUITE 305C
BOCA RATON, FLORIDA 33433
(561) 391-0113
(561) 391-7022 (FAX)

June 25, 1999

Secretary of State
Divisions of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

300002916763--9
-06/28/99--01058--003
****122.50 *****78.75

Re: Hilldale Credit Group, Inc.

Dear Sir:

Enclosed herein please find an original and two copies of the Articles of Incorporation of the above referenced corporation.

I have enclosed my check for \$122.50.00 for your fees.

Kindly return to me a filed copy in the self addressed stamped envelope enclosed.

Thank you for your cooperation.

Very truly yours,

Michael J. Mella

MJM/ay
Encl.

FILED
99 JUN 28 PM 3:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

HILLDALE CREDIT GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I-NAME

The name of the corporation is HILLDALE CREDIT GROUP, INC.

ARTICLE II-DURATION

The corporation shall have perpetual existence.

ARTICLE III-PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is one thousand shares of common stock having a par value of \$ none per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be , 7301A West Palmetto Park Road, Suite 305C, Boca Raton, Florida 33433, and the initial registered agent of the corporation at such office shall be MICHAEL J. MELLA, ESQUIRE, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one(1) member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in case shall the number of directors be less than one (1) nor more than five (5). The name and address of the director constituting the initial Board of Director is:

Name Address
Kenneth A. Prouty 23116 Sandalfoot Square Drive,
Suite B
Boca Raton, FL 33428

ARTICLE VII-INCORPORATOR


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

Name Address
Kenneth A. Prouty 23116 Sandalfoot Square Drive,
Suite B
Boca Raton, FL 33428

Kenneth A. Prouty
Kenneth A. Prouty
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH) SS:

The foregoing Articles of Incorporation of HILDALE
GROUP, INC., were acknowledged before me this
11 day of ~~April~~ *MAY*, 1999, by Kenneth A. Prouty, as
incorporator.

 Michael J Mella
My Commission CC876386
Expires September 08, 2001

[Signature]
Notary Public of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for
HILDALE CREDIT GROUP, INC. at the place designated
in the Articles of Incorporation, 7301A West Palmetto Park
Road, Suite 305C, Boca Raton, Florida 33433, I hereby agree
to act in this capacity, and agree to comply with the
provisions of Section 48.091 relative to keeping open such
office.

Date: *MAY* 11, 1999

[Signature]
Michael J. Mella

99 JUN 28 PM 3:26
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

FILED