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Anthony M. C. Chang  
11133 N. W. Second Court  
Coral Springs, Fl. 33071

(954) 753-6286

Bureau of Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

July 28, 1999

Dear Sir/Mdm:

Enclosed please find the following items for the incorporation of Washington Debt  
Consolidation, Inc.

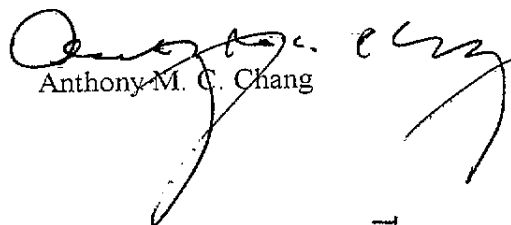
1. Articles of Incorporation

2. Acceptance of registered agent.

3. Check payable to the Department of State of Florida in the amount of \$122.50  
which covers \$35.00 filing fee, \$35.00 registered agent fee and \$52.50 for certified  
copies.

Should you have any questions, please let me know.

Yours truly,

  
Anthony M. C. Chang

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-08/05/99--01066--008  
\*\*\*\*122.50 \*\*\*\*\*78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
Washington Debt Consolidation, Inc.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida

ARTICLE I NAME

The name of the corporation shall be: Washington Debt Consolidation, Inc.

The principal place of business shall be 152 N.E. 167th Street, Suite 113, N. Miami Beach, Florida 33162

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having \$1 par value per share.

Each share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The corporation may issue one or more series of stock within any class with such voting powers and with such designation, preferences and relative participation, optional or other special rights, and qualifications, limitations or restrictions as may be provided by resolutions adopted by the Board of Directors.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 152 N.E. 167th Street, Suite 113, N. Miami Beach, Florida 33162. The registered agent of the corporation at that address is Anthony M. C. Chang.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTOR

This corporation shall have two (2) directors initially, the name and street address of the initial directors are:

Anthony M. C. Chang, 11133 N.W. 2nd Court, Coral Springs, Florida 33071

Theresa C. Chang, 11133 N.W. 2nd Court, Coral Springs, Florida 33071

ARTICLE VII. INCORPORATOR

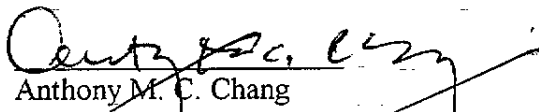
The name and address of the incorporator is:

Anthony M. C. Chang, 11133 N.W. Second Court, Coral Springs, Florida 33071

ARTICLE VIII. COMMENCEMENT OF EXISTENCE

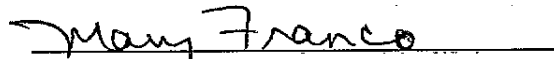
The corporation shall commence its existence on the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 2 day of Aug, 1999.

  
Anthony M. C. Chang  
Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 2 day of Aug, 1999, by Anthony M. C. Chang.

  
Notary Public

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

Washington Debt Consolidation, Inc.

Having been named to accept service of process for the above stated 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, and I accept the duties and obligation of Section 607.0505, Florida Statutes.

Dated: July 28, 1999

  
Anthony M. C. Chang

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA