

JIM BASHAW
101 Bent Tree Drive
Suite 3
Daytona Beach, Florida 32114

P99000085585

Div of Corporations

800002996808-0
-19/24/99-01086-010
*****78.75 *****78.75

Please note that there are
two (2) different sets of Articles
of Incorporation enclosed.

I am the incorporator for both
corporations.

Thank you for your
prompt attention to these
incorporations.

Sincerely

James W. Bashaw

Paid express mail envelope
enclosed.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 24 PM 12:54

FILED

9/28/99

ARTICLES OF INCORPORATION
OF
CREDIT ONE CORPORATION

FILED

99 SEP 24 PM 12:54

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 CREDIT ONE CORPORATION.

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 And CORPORATE ADDRESS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.001 per share.

The street address of the initial registered office of the corporation shall be 618 West New York Street, DeLand, Florida 32720. The name of the initial registered agent of the corporation at that address is RICHARD R. COOK. The mailing address of the Corporation shall be P.O. Box 1929 DeLand, FL 32721.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder 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 at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporator that this corporation will qualify under the Section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

This corporation shall have one directors initially, whose address is: James H. Bashaw 101 Bent Tree Drive Unit #3, Daytona Beach, Florida 32114

ARTICLE IX. OFFICERS

The officers of the corporation shall be elected by the shareholders. Until new officers are elected the following will serve as officers of the corporation:

James H. Bashaw 101 Bent Tree Drive Unit #3, Daytona Beach, Florida 32114, President and Secretary.

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

James H. Bashaw 101 Bent Tree Drive Unit #3, Daytona
Beach, Florida 32114

IN WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal on this 23rd day of September 1999.

 (SEAL)
JAMES H. BASHAW

State of Florida)
County of Volusia)

The foregoing instrument was acknowledged before me this 23rd
day of September 1999, by JAMES H. BASHAW, who is personally
known to me and who did take an oath.

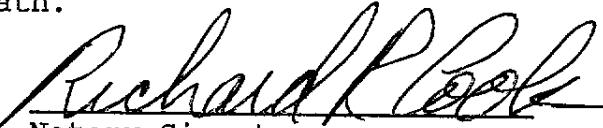
Notary
Title

CC833779
Serial Number



Richard R. Cook
CC833779 EXPIRES
5/21/2003
BONDED THROUGH FAIN INSURANCE, INC.

Richard R. Cook
MY COMMISSION EXPIRES
5/21/2003
BONDED THROUGH FAIN INSURANCE, INC.


Notary Signature

RICHARD R. COOK

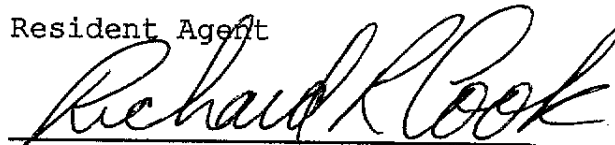
Notary Name Printed

Commission expires: 5/21/03

ACCEPTANCE BY REGISTERED AGENT
CREDIT ONE CORPORATION

Having been named Resident Agent and to accept Service of
Process for the above named corporation at the place
designated in these Articles of Incorporation, 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.

Resident Agent


RICHARD R. COOK