

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 02 BUSINESS CODE 03

Affix Barcode Label Here



Close Stock Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

ID # D12585105 ACK # 1000361996564716
PAGES: 0004
DEBT RELIEF CENTER, INC.

Surviving (Transferee) _____

06/17/2008 AT 03:13 P WO # 0001589652

New Name _____

FEES REMITTED

Base Fee:	<u>100</u>
Org. & Cap. Fee:	<u>20</u>
Expedite Fee:	<u>70</u>
Penalty:	_____
State Recordation Tax:	_____
State Transfer Tax:	_____
Certified Copies	_____
Copy Fee:	_____
<u>1</u> Certificates	<u>20</u>
Certificate of Status Fee:	_____
Personal Property Filings:	_____
Mail Processing Fee:	_____
Other:	_____

TOTAL FEES: 210

_____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address
 _____ Resignation of Resident Agent
 _____ Designation of Resident Agent
 and Resident Agent's Address
 _____ Change of Business Code
 _____ Adoption of Assumed Name
 _____ Other Change(s)

Credit Card _____ Check Cash _____

Code 337

1 Documents on 2 Checks

Attention: _____

Approved By: [Signature]

Mail: Name and Address

Keyed By: _____

COMMENT(S):

Stamp Work Order and Customer Number HERE

CUST ID: 0002146614
WORK ORDER: 0001589652
DATE: 06-17-2008 03:13 PM
AMT. PAID: \$380.00

DEBT RELIEF CENTER, INC.

(A Close Corporation)

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: I, Joann Cassard, whose post office address is 111 North Charles Street, Baltimore, Maryland 21201, being at least eighteen (18) years of age, am hereby forming a Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is:

DEBT RELIEF CENTER, INC.

THIRD: The Corporation shall be a close corporation as authorized by the Corporations and Associations Article, Section 4-101, et seq., Annotated Code of Maryland (1975).

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in assisting consumers in the settlement, management, reduction, or elimination of debt; and to engage in any other related and/or lawful purpose and/or business.

(2) To buy, purchase, lease, and otherwise acquire, hold, own, mortgage, pledge, encumber, sell, exchange, and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do anything permitted by the Corporations and Associations Article, Section 2-103 of the Maryland Annotated Code (1975), as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 25 Crossroads Drive, Suite 404, Owings Mills, Maryland 21117. The name and post office address of the Resident Agent of the Corporation in this State is Leonard J. Grossman, 111 North Charles Street, 7th Floor, Baltimore, Maryland 21201. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock without par value.

SEVENTH: The number of directors shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation. The name of the directors, who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Stephen Millstein
Michael Segal
Michael Davidson

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders.

(a) Any director or stockholder, individually, or any firm of which any director or stockholder may be a member, or any corporation or association of which any director or stockholder may be an officer or director or in which any director or stockholder may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided, however, that in the event that a director or stockholder, or any firm of which a director or stockholder is a member, or any corporation or association of which a director or stockholder may be an officer or director or otherwise have an interest therein is so interested, such fact shall be disclosed or shall have been known to the Board of Directors or Stockholders of the Corporation or a majority

thereof, and any director or stockholder of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors or Stockholders of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation or association or not so interested or a member of a firm so interested, provided that the provisions of the Maryland Annotated Code §2-419 are complied with.

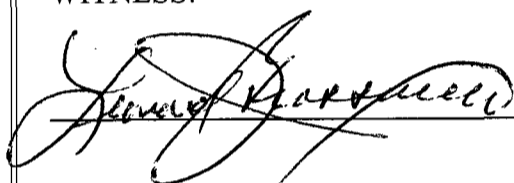
NINTH: (1) As used in this Article Ninth, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

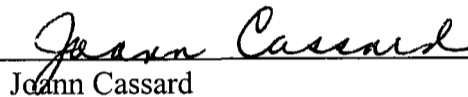
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

TENTH: The duration of the Corporation shall be perpetual.

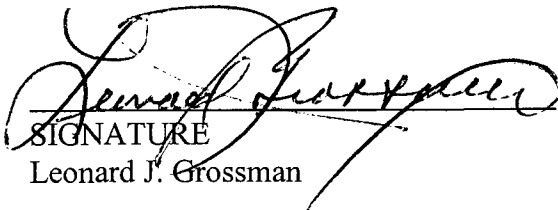
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of June, 2008, and I acknowledge the same to be my act.

WITNESS:




Joann Cassard

I HEREBY CONSENT TO ACT AS RESIDENT AGENT IN MARYLAND FOR
THE ENTITY NAMED IN THE ATTACHED INSTRUMENT.


SIGNATURE
Leonard J. Grossman

Leonard J. Grossman
PRINT NAME

CUST ID: 0002146614
WORK ORDER: 0001589652
DATE: 06-17-2008 03:13 PM
AMT. PAID: \$380.00