

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 0328639
EFFECTIVE DATE: 05/20/2003
JURISDICTION : GEORGIA
REFERENCE : 0092
PRINT DATE : 05/22/2003
FORM NUMBER : 311

RICHARD E. FLOWERS, P.C.
#4 SIXTH STREET
COLUMBUS, GA 31901

CERTIFICATE OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

CREDIT ADJUSTMENT BUREAU GROUP, INC.
A DOMESTIC PROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink that reads "Cathy Cox".

Cathy Cox
Secretary of State



OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

WARREN RARY
Director

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

QUINTILIS B. ROBINSON
Assistant Director

CATHY COX
Secretary of State

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT
CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	PENDING #	CONTROL #	
	P57023	0328639	
DOCKET CODE	DATE FILED	AMOUNT RECEIVED	CHECK/ RECEIPT #
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE	106

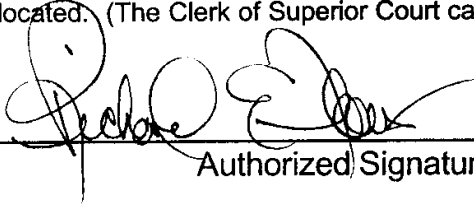
NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. 031220298
Corporate Name Reservation Number (optional; articles accepted without prior reservation)
Credit Adjustment Bureau Group, Inc.
Corporate Name (List exactly as it appears in articles)

2. Richard E. Flowers, P.C. (706) 596-8100
(Name of person filing articles; completed filing returned to this person, at address below) Telephone Number
#4 Sixth Street
Address
Columbus, Georgia 31901
City State Zip Code

3. Mail or deliver to the Secretary of State, at the above address, the following:
1) This transmittal form
2) Original and one copy of the Articles of Incorporation
3) Filing fee of \$60.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The Clerk of Superior Court can advise you of the official organ in a particular county.)


Authorized Signature

16 MAY '03
Date

**ARTICLES OF INCORPORATION
OF
Credit Adjustment Bureau Group, Inc.**

Article I.
Name

The name of the Corporation is: **Credit Adjustment Bureau Group, Inc.**

Article II.
Capital Stock Provisions

The aggregate number of shares, which the Corporation is authorized to issue, is 1,000,000 shares at \$1.00 per share. The shares shall be of a single class with no par value which have unlimited voting rights and that together are entitled to receive the net assets of the Corporation upon dissolution. No preferences, qualifications, limitations, restrictions, or special rights, other than those provided by law, shall exist with respect to any of the shares of the Corporation.

Article III.
Issued Shares

The Corporation has authority to issue its common stock pursuant to such pre-existing plans as it may from time to time adopt in accordance with Section 1244 of the Internal Revenue Code of 1986, as amended, and the Board of Directors of the Corporation has authority to adopt the initial plan for the issuance of such common stock at its first organizational meeting.

Article IV.
Registered Agent and Office

The street address of the initial registered office of the Corporation is #4 Sixth Street, Columbus, Muscogee County, Georgia 31901, and the initial registered agent of the Corporation at such address is Richard E. Flowers.

Article V.
Incorporator

The name and address of the incorporator is: Richard E. Flowers, P.C., # 4 Sixth Street, Columbus, Georgia 31901.

Article VI.
Principal Office

The mailing address of the initial principal office of the Corporation is #4 Sixth Street, Columbus, Georgia 31901.

Article VII.
Corporate Purposes

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Georgia Business Corporation Code. Initially, said corporation shall operate a collection agency business at such location and times of operation as determined by the Board of Directors.

Article VIII.
Board of Directors

The number of directors constituting the initial board of directors of the Corporation is one (1), and the name and address of the person who is to serve as initial board of director until the first annual meeting of the shareholders or until successors are elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Sarah Miller Bolt	4400 2 nd Avenue, Suite 8 Columbus, Georgia 31904

Article IX.
Powers of Corporation

The Corporation shall have and may exercise any and all powers permitted under the laws of the State of Georgia, specifically including the provisions of O.C.G.A. § 14-2-302, and as the same may be amended, except such powers as are inconsistent with the express provisions of these articles of incorporation.

Article X.
Acquisition and Disposition of Property

The Corporation shall have the power to purchase, lease, or otherwise acquire by bequest, devise, gift, or other means, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value, in any of the states, districts, or territories of the United States, and in any and all foreign countries, subject to the laws of any such states, districts, territories, or countries.

Article XI.
Liability of Directors

Duly elected and qualified directors of the Corporation shall be relieved from any personal liability to the Corporation or to its shareholders for monetary damages for breach of duty of care or any other duty as a director; provided, however, that the provisions hereof shall not be effective to eliminate or limit the liability of such director(s) for such acts or conduct specified in O.C.G.A. § 14-2-202(b)(4)(A through D)). Further, the provisions of this Article shall not eliminate or limit the liability of a director(s) for any act(s) or omission(s) occurring prior to the effective date of this provision.

Article XII.
Purchase of Shares

The Corporation may, upon adoption by the board of directors, purchase its own shares to the extent there is unreserved and unrestricted surplus available for such purposes.

Article XIII.
Factors the Board of Directors May Consider

In discharging their respective positions and in determining what is believed to be in the best interests of the Corporation, the board of directors, committees of the board of directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the Corporation and its subsidiaries, the communities in which officers or other establishments of the Corporation are located, and all other factors such directors consider pertinent, provided, however, that any such provision shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered.

Article XIV.
Duties of Board of Directors

In discharging their respective positions, the board of directors shall loyally discharge their duties in what they believe in good faith to be the best interests of the Corporation and with the care that a prudent person in a similar situation would use.

Article XV.
Meetings of Board of Directors

The board of directors shall have the right to act by unanimous written consent in lieu of a meeting. Also, a conference call whereby there is a simultaneous communication between the members of the board of directors shall constitute a meeting.

IN WITNESS WHEREOF, the undersigned incorporator declares, under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true and hereby execute the same.

This 14 day of May, 2003.

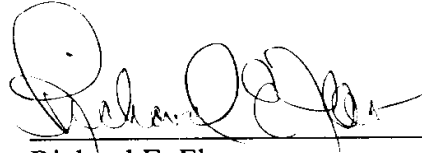

Sarah Miller Bolt
Sarah Miller Bolt

CONSENT TO APPOINTMENT AS REGISTERED AGENT
(Pursuant to Rule 590-7-3-.05)

TO: Secretary of State
State of Georgia

I, Richard E. Flowers, do hereby consent to serve as the initial registered agent for Credit Adjustment Bureau Group, Inc., Muscogee County, Georgia.

This 14th day of May, 2003.

A handwritten signature in black ink, appearing to read "Richard E. Flowers", written over a horizontal line.

Richard E. Flowers
Registered Agent for Credit Adjustment
Bureau Group, Inc.