

CERTIFICATE OF INCORPORATION
OF

INDEPENDENT CREDIT COUNSELORS OF AMERICA, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of INDEPENDENT
CREDIT COUNSELORS OF AMERICA, INC.

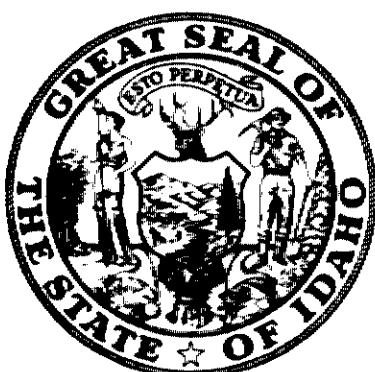
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 20 1987.

Pete Cenarrusa
SECRETARY OF STATE

Sadie Matheny
Corporation Clerk



ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

I/We the undersigned, acting as incorporator(s) ~~on 10/29/1989~~ a corporation under the corporation laws of the State of Idaho, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Independent Credit Counselors of America, Inc.

SECOND: The corporation is a nonprofit corporation.

THIRD: The period of duration is perpetual.

FOURTH: The purpose or purposes for which the corporation is organized is the conduct of a professional trade association.

FIFTH: The corporation shall have no members and the authority to elect the directors pursuant to subsection (b) or (e) of section 30-314, Idaho Code shall be vested in Credit Processors, Inc., Post Office Box 1805, Sun Valley, ID 83353/ 180 First Street Building, Suite 104A, Ketchum, ID 83340.

SIXTH: The address of the initial registered office of the corporation is Post Office Box 1805, Sun Valley, ID 83353/ 180 First Street Building, Suite 104A, Ketchum, ID 83340 and the name of its initial registered agent at such address is Roger Martin.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is 1, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Roger Martin

Post Office Box 1805
Sun Valley, ID 83353

NINTH: The name and address of each incorporator is:

Roger Martin

Post Office Box 1805
Sun Valley, ID 83353

Signed: Roger Martin