

F01000000049

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: NAR National Asset Recovery, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Emily Brooks
(Name of Person)
National Asset Recovery, Inc.
(Firm/Company)
5600 Roswell Road, Suite 110 North
(Address)
Atlanta, GA 30342
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Should you need to call someone concerning this matter, please call:

Emily Brooks at (678) 538-1800 x1242
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



National Asset Recovery, Inc.

Corporate Resolution

I, Charles L. Whelan, duly elected Secretary of National Asset Recovery, Inc. certifies that a special meeting of the Board of Directors of National Asset Recovery, Inc. was held on the 8th of July 2000 at 9A.M. All members were present and voting, it was unanimously approved that name "NAR National Asset Recovery, Inc." be accepted as the trade name for National Asset Recovery, Inc. in any state as deemed necessary. No further business was conducted.

Voted: Russell S. Thomas, Board Member
Michael J. Cohen, Board Member
Charles L. Whelan, Board Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

As Secretary of National Asset Recovery, Inc., incorporated under the laws of the State of Georgia, do hereby certify that the foregoing is a true copy of the resolution duly adopted by the Board of Directors in which a quorum was present and voting, and that the same has not been appealed or amended and remains in full force and effect and does not conflict with the bylaws of said Corporation.

Corporate Seal

[Handwritten signature of Charles L. Whelan]

Secretary

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. NAR National Asset Recovery, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. GA 3. 58-2128116
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4-12-93 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Approval
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5600 Roswell Road Suite 110-N
Atlanta GA 30342
(Current mailing address)

8. Bill Collections
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, FL. . Florida, 33324
(Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mary R. Adams
(Registered agent's signature)

MARY R. ADAMS
ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Russell S. Thomas

Address: 381 Brentwood Dr.

Atlanta GA 30305

Director: Michael J. Cohen

Address: 310 Kelson Dr. NW

Atlanta GA 30327

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Russell S. Thomas

Address: 5600 Roswell Road

Atlanta GA 30342

Vice President: _____

Address: _____

Secretary: Charles L. Whelan

Address: 5600 Roswell Rd.

Atlanta GA 30342

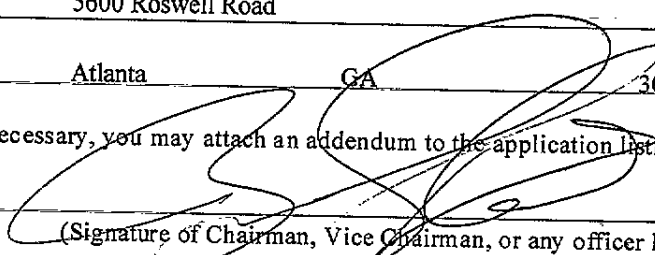
Treasurer: Michael J. Cohen

Address: 5600 Roswell Road

Atlanta GA 30342

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  July 26, 2000
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Russell S. Thomas President

(Typed or printed name and capacity of person signing application)

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

DOCKET NUMBER : 003470330
CONTROL NUMBER : K308761
DATE INC/AUTH/FILED: 04/12/1993
JURISDICTION : GEORGIA
PRINT DATE : 12/12/2000
FORM NUMBER : 211

TRAUNER COHEN & THOMAS
EMILY BROOKS
38 OLD IVY RD NE
ATLANTA, GA 30342

CERTIFICATE OF EXISTENCE

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

NATIONAL ASSET RECOVERY, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox
Secretary of State

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JAN - 2 1993
SECRETARY OF STATE
TAMM HASSHE, LORNA