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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: S&A Services of Watertown, Ltd.
(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:

Kathryn Freeman
(Name of Person)
Cornerstone Collection Support, Inc.
(Firm/Company)
16 Norcross St. Suite 101
(Address)
Roswell, GA 30075
(City/State/Zip)

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

Kathryn Freeman
Cornerstone Collection Support, Inc. at (770) 587-4595
(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

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TALLAHASSEE, FLORIDA

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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. S&A Services of Watertown, Ltd., 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. NY 3. 11-3597154
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/5/01 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. PO Box 410
Danvers, MA 01923
(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: LEXIS Document Services Inc.
Office Address: 3953 W.W. Kelley Rd.
Tallahassee Florida, 32311
(Zip code)

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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 Jo Parola, Asst. Secretary
(Registered agent's signature)

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: Suzanne E. Schreiber
Address: 167 Polk Street
Watertown, NY 13601

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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

President: Suzanne E. Schreiber
Address: 167 Polk Street
Watertown, NY 13601

Vice President: _____
Address: _____

Secretary: Suzanne E. Schreiber
Address: same as President

Treasurer: Suzanne E. Schreiber
Address: same as President

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

13. *Suzanne E. Schreiber, President*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

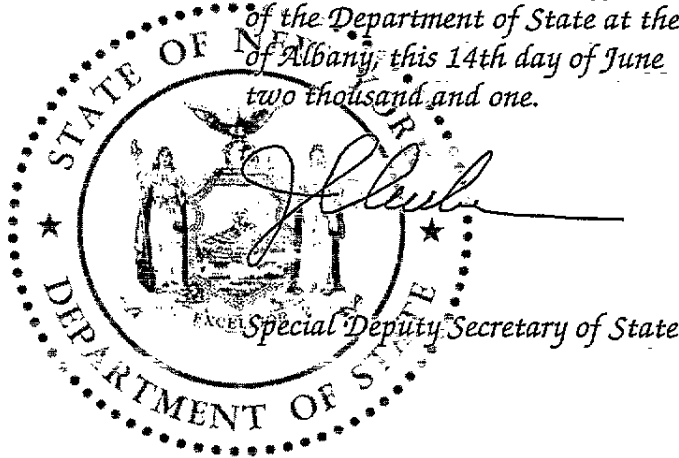
14. Suzanne E. Schreiber President
(Typed or printed name and capacity of person signing application)

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of S&A SERVICES OF WATERTOWN, LTD. was filed on 04/05/2001, under the name of S&A RECEIVABLES MANAGEMENT OF WATERTOWN, LTD., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment S&A RECEIVABLES MANAGEMENT OF WATERTOWN, LTD., changing its name to S&A SERVICES OF WATERTOWN, LTD. , was filed 04/13/2001.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 14th day of June
two thousand and one.



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