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Florida Department of State  
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DIVISION OF CORPORATION

**FOREIGN PROFIT QUALIFICATION**

**MERCHANTS ACCEPTANCE GROUP, INC.**

FILED  
02 JUL 15 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Certificate of Status	1
Certified Copy	1
Page Count	05
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07/15/02 MON 11:28 FAX

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**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Merchants Acceptance Group 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:

Holly L. Haworth, Esq.  
(Name of Person)

Broad and Cassel  
(Firm/Company)

390 North Orange Avenue, Suite 1100  
(Address)

Orlando, Florida 32801  
(City/State and Zip code)

For further information concerning this matter, please call:

Kristi L. Sullivan at ( 407 ) 481-5263  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

SECRETARY OF STATE  
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. Merchants Acceptance Group 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. Delaware (State or country under the law of which it is incorporated)
3. 01-0661006 (FEI number, if applicable)

4. April 9, 2002 (Date of incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. April 9, 2002 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5401 South Kirkman Road, Suite 310 Orlando, Florida 32819 (Principal office address)

same as above (Current mailing address)

engage in any lawful act or activity for which corporations may be organized
8. under the General Corporation Law of Delaware (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: B&C Corporate Services of Central Florida, Inc.

Office Address: 390 North Orange Avenue, Suite 1100
Orlando, Florida 32801
(City) (Zip code)

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

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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.

Handwritten signature: Angela, Vice President
(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

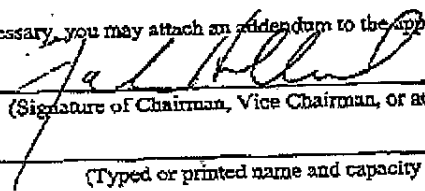
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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12. Name and business address of officers and/or directors:

**A. DIRECTORS**

Chairman: Robert Lyles  
Address: 5401 South Kirkman Road, Suite 310  
Orlando, Florida 32819

Vice Chairman: John Holland  
Address: 5401 South Kirkman Road, Suite 310  
Orlando, Florida 32819

Director: Elisha O'Brien Lyles  
Address: 5401 South Kirkman Road, Suite 310  
Orlando, Florida 32819

Director: Joe P. Griffin  
Address: 5401 South Kirkman Road, Suite 310  
Orlando, Florida 32819

Director: Bill Archer  
Address: 5401 South Kirkman Road, Suite 310  
Orlando, Florida 32819

**B. OFFICERS**

CEO/Chairperson: Robert Lyles  
Address: 5401 South Kirkman Road, Suite 310  
Orlando, Florida 32819

President: John Holland  
Address: 5401 South Kirkman Road, Suite 310  
Orlando, Florida 32819

Vice President : Joe P. Griffin  
Address: 5401 South Kirkman Road, Suite 310  
Orlando, Florida 32819

Vice President : Bill Archer  
Address: 5401 South Kirkman Road, Suite 310  
Orlando, Florida 32819

Secretary: Elisha O'Brien Lyles  
Address: 5401 South Kirkman Road, Suite 310  
Orlando, Florida 32819

Treasurer: John Holland  
Address: 5401 South Kirkman Road, Suite 310  
Orlando, Florida 32819

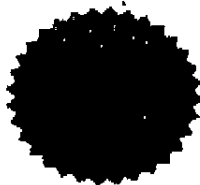
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# Delaware

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PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERCHANTS ACCEPTANCE GROUP INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF JULY, A.D. 2002.



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1882294

DATE: 07-15-02

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