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0173.26269

FOREIGN PROFIT QUALIFICATION

ENCORE CAPITAL CORPORATION

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
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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. Encore Capital Corporation**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

**2. California**

(State or country under the law of which it is incorporated)

**3. 13-4279326**

(FEI number, if applicable)

**4. March 24, 2004**

(Date of incorporation)

**5. perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

**6. Upon qualification**

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification" (SEE SECTIONS 607.1501, 607.1502 and 817.115, F.S.)

**7. 1833 Alton Parkway, Suite 200, Irvine, CA 92606**

(Principal office address)

**1833 Alton Parkway, Suite 200, Irvine, CA 92606**

(Current mailing address)

**8. Originate, purchase, sell and service residential mortgage loans.**

(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

(City)

Florida 32301

(Zip code)

**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.*

NRAI Services, Inc.

By: Paul Hagen

(Registered agent's signature)

Paul J. Hagen, 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 business addresses of officers and/or directors:

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**A. DIRECTORS**

Chairman: See attached list

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

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

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

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

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

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

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

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**B. OFFICERS**

President: See attached list

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

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

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

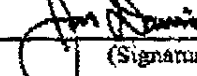
Secretary: \_\_\_\_\_

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

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

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

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

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. John Daurio, Executive Vice President  
(Typed or printed name and capacity of person signing application)

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**ECC Capital Corporation  
Officers and Directors**

| <b>Name</b>                                      | <b>Business Address</b>                |
|--|--|
| <b>Steven Holder</b><br>CEO, Director            | 1833 Alton Parkway<br>Irvine, CA 92606 |
| <b>Jon Daurio</b><br>EVP, Secretary,<br>Director | 1833 Alton Parkway<br>Irvine, CA 92606 |
| <b>Shahid Asghar</b><br>President,<br>Director   | 1833 Alton Parkway<br>Irvine, CA 92606 |
| <b>John Koutoulis</b><br>EVP, CFO,<br>Director   | 1833 Alton Parkway<br>Irvine, CA 92606 |
| <b>Steve Szpytek</b><br>EVP, COO,<br>Director    | 1833 Alton Parkway<br>Irvine, CA 92606 |
| <b>James Brazil</b><br>Director                  | 1833 Alton Parkway<br>Irvine, CA 92606 |
| <b>Robyn Zieper</b><br>Assistant<br>Secretary    | 1833 Alton Parkway<br>Irvine, CA 92606 |

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# State of California

## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 24TH day of MARCH, 2004, ENCORE CAPITAL CORPORATION became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

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DIVISION OF CORPORATIONS

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of May 6, 2004.



*Kevin Shelley*  
KEVIN SHELLEY  
Secretary of State