

COLLATERAL SUBSTITUTION, INC.

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March 27, 1996

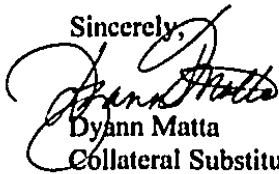
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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Enclosed are completed forms for Foreign Corporation Certificate of Authority Qualification and the Fictitious Name registration, along with the required fees. Please file and record as soon as possible. If you should need further information or assistance regarding these enclosed documents, please contact Dyann Matta (214)661-1234 x457, Mon - Fri (8:00 -5:00) (CST). Please forward any filed documents to Collateral Substitution, Inc. Attn: Dyann Matta, 5025 Arapaho Road, Suite #101, Dallas, TX 75248.

Your assistance in this matter is deeply appreciated.

Sincerely,


Dyann Matta
Collateral Substitution, Inc.

Enclosure

03/29
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. COLLATERAL SUBSTITUTION, INC.
2. TEXAS
3.
4. 2/23/96
5. PERPETUAL
6. NO BUSINESS WILL BE TRANSACTED UNTIL RECEIPT OF AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA.
7. 5025 ARAPAHO ROAD, SUITE #101, DALLAS, TX 75248

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(Current mailing address)

- 8. TO PROVIDE CONSUMERS WITH A REPLACEMENT VEHICLE IN CASE OF A SHORTFALL OF INSURANCE
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, Florida, 33324 (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.

Randy A. Shelley (Registered agent's signature)

RANDY A. SHELLEY SPECIAL 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: JAMES W BASS

Address: 5025 ARAPAHO ROAD, SUITE #101

DALLAS, TX 75248

Director: RON KINCHELOE

Address: 5025 ARAPAHO ROAD, SUITE #101

DALLAS, TX 75248

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

President: JAMES W BASS

Address: 5025 ARAPAHO ROAD, SUITE #101, DALLAS, TX 75248

Vice President: BRENT WEST

Address: 5025 ARAPAHO ROAD, SUITE #101

DALLAS, TX 75248

Secretary: ARTHUR L HUNT

Address: 1807 HWY 190 WEST

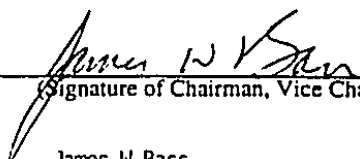
DERIDDER, LA 70634

Treasurer: RON KINCHELOE

Address: 5025 ARAPAHO ROAD, SUITE #101

DALLAS, TX 75248

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. James W Bass
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

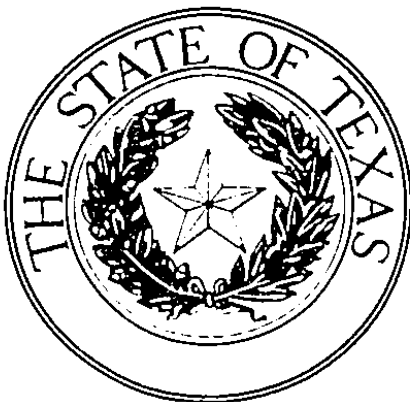
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

COLLATERAL SUBSTITUTION, INC.
CHARTER NO. 1389505-00

were filed in this office and a certificate of incorporation was issued on
FEBRUARY 23, 1996;

**IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on March 21, 1996.*

Antonio O. Garza, Jr.

Antonio O. Garza, Jr.
Secretary of State

MAC