

F98000002889

TRANSMITTAL LETTER

TO: Qualification/Registration Section  
Division of Corporations

SUBJECT: Ameridebt, Inc.  
~~AMERICAN DEBT COUNSELING ASSOCIATION~~  
(Name of Corporation)

500002418015--4  
-02/02/98--01125--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

Please return all correspondence concerning this matter to the following:

W98-2386

PENNY L. WILSON  
(Name of Person) *Received 2/2/98*

AMERICAN DEBT COUNSELING ASSOCIATION  
(Firm/Company)

12850 Middlebrook Road, Suite 400  
(Address)

Germantown, Maryland 20874  
(City, State and Zip Code)

FILED  
98 MAY 20 PM 12:30  
SEDE/MAY DIVISION  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Penny L. Wilson at ( 301 ) 515-1500 ext 129  
(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

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR  
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR  
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. AmeriDebt, Inc.  
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Maryland 3. 52-2009020  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-31-96 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 10-1-97  
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 12850 Middlebrook Rd, #400  
Bermban, MD 20874  
(Current mailing address)

8. Credit Counseling Agency  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

**9. Name and street address of Florida registered agent:**

William Sargent  
(Name)  
2455 Sunrise Blvd, #600  
(Office address)  
Ft. Lauderdale, Florida, 33304  
(City) (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.*

William Sargent  
(Registered agent's signature)

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MILWAUKEE  
98 MAY 20 PM 2:41  
FILED

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: Pamela A. Shuster

Address: 12503 Granite Ridge Drive,  
N. Potomac, MD 20878

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

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

Director: Michael Kiefer

Address: 12516 Granite Ridge Dr.  
N. Potomac, MD 20878

Director: Penny Wilson

Address: 25612 Coltrane Drive  
Damascus, MD 20872

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

President: n/a

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

Vice President: n/a

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

Secretary: n/a

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

Treasurer: n/a

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

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

13. Pamela A. Shuster  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Pamela A. Shuster  
(Typed or printed name and capacity of person signing application)

# STATE OF MARYLAND

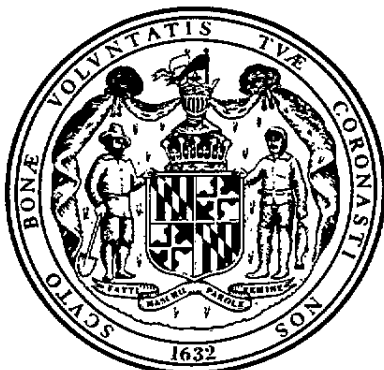
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## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT AMERIDEBT, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 14TH DAY OF APRIL, 1998.

*Jacqueline C James*  
JACQUELINE C JAMES  
OFFICE SUPERVISOR I