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David M. Pedley

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February 19, 1997

Division of Corporations
Florida Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

700002095917--0
-02/24/97--01128--001
****148.75 ****148.75

Re: Application for Certificate of Authority -- Companion Servicing
Company, L.L.C. [PB&J File No. 1794.14]

Dear Sir/Madam:

On behalf of Companion Servicing Company, L.L.C., I am enclosing the following:

1. One (1) original and one (1) exact copy of an application for a Certificate of Authority;
2. One (1) original and one (1) exact copy of a Certificate of Designation Registered Agent/Registered Office;
3. A Georgia certificate of good standing;
4. A check in the amount of \$148.75, payable to the order of the Florida Department of State, which amount includes the applicable filing fees and the fee for a Certificate of Status.

FILED
9 FEB 19 9:31 AM '97
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please process this filing in your normal manner. Please call me at the above-noted telephone number if you need additional information.

Thank you for your cooperation.

Sincerely,

David M. Pedley

M97-90

Name Availability	OK 2-25
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

Enclosures
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

FILED
 07 FEB 21 AM 9:31
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

1. Companion Servicing Company, L.L.C.
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Georgia (Jurisdiction under the law of which foreign limited liability company is organized)
 3. 58-2255644 (FEI number, if applicable)

4. August 14, 1996 (Date of Organization)
 5. 2016 (Duration: Year limited liability company will cease to exist or "perpetual")

6. The Company will not transact business in Florida prior to being authorized to do so.
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1669 Phoenix Pkwy., Ste. 100
Atlanta, GA 30349
 (Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.
 (attach additional page if necessary)

NAME AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>W.D. Everitt, Jr.</u>	<u>Manager *</u>	_____	_____
<u>1669 Phoenix Pkwy., Ste. 100</u>		_____	
<u>Atlanta, GA 30349</u>		_____	
_____		_____	
<u>Block Financial Corporation</u>	<u>Manager *</u>	_____	_____
<u>4435 Main St., Ste. 500</u>		_____	
<u>Kansas City, MO 64111</u>		_____	
<u>Attn: Clifford A. Davis, Jr., V.P.</u>		_____	


Filing Fee: \$ 52.50 for Application
 * jointly constitute the "Manager" of the Company

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY

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97 FEB 24 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of Companion Servicing
Company, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$700,353.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 79,443.00. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 779,796.00. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that that facts stated herein are true.)

Property Description

The property contributed consists of \$79,443 of computers and software, as shown on the audited balance sheet of Companion Servicing Company, L.L.C., dated October 18, 1996, and such property was contributed by W.D. Everitt, Jr.

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97 FEB 24 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Companion Servicing Company, I.I.C.

2. The name and address of the registered agent and office is:

Corporation Service Company
(Name)

1201 Hays St.
(P.O. Box or Mail Drop Box NOT acceptable)

Tallahassee, Florida 32301
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: Kelly Stanley
(Signature)

2-14-97
(Date)

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 970431146
CONTROL NUMBER : 9625619
DATE INC/AUTH/FILED: 08/14/1996
JURISDICTION : GEORGIA
PRINT DATE : 02/12/1997
FORM NUMBER : 211

PERRIE, BUKER & JONES
ATTN: LESLIE KAUFMAN
115 PERIMETER CTR PL STE 170
ATLANTA GA 30346-1238

CERTIFICATE OF EXISTENCE

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

COMPANION SERVICING COMPANY, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

