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CT CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

600002655816
-10/05/98--01108--012
***1785.00 ***1785.00

CORPORATION(S) NAME

NATIONWIDE Debt Recovery, L.P.

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|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other ucc Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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JEFF BUTTERFIELD

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Florida Department of State, Sandra B. Mortham, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Nationwide Debt Recovery, L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. June 30, 1998
(State of Formation) (Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

C T CORPORATION SYSTEM

Alexandra Hamilton
(Officer must sign on this line)

ALEXANDRA HAMILTON, S. ASST. Secy

8. One Penn Plaza, Suite 4430, New York, NY 10119

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAME OF GENERAL PARTNERS STREET ADDRESS

Nationwide Debt Recovery, Inc. 2950 South Gessner, Suite 200, Houston, TX 77063

F98000005290

10. One Penn Plaza, Suite 4430, New York, NY 10119
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. One Penn Plaza, Suite 4430, New York, NY 10119

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 18th day of August, 1998


General Partner

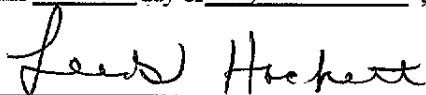
Nationwide Debt Recovery, Inc.

By Leeds Hackett, Secretary & Treasurer

STATE OF Maryland

COUNTY OF Baltimore

On this 18th day of August, 1998,



personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Joanna Taylor
(Notary's Printed Name)

Seal

My Commission Expires: November 29, 1999

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

Leeds Hackett, Secretary & Treasurer of
BEFORE ME, the undersigned, personally appeared Nationwide Debt Recovery, Inc.
a general partner of Nationwide Debt Recovery, L.P., a(an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 9,001,346.39
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ Ø

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Under the penalties of perjury, I being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 25th day of September, 19 98

Nationwide Debt Recovery, Inc.

General Partner

By Leeds Hackett, Secretary & Treasurer

STATE OF MARYLAND

COUNTY OF BALTIMORE

On this 25th day of September, 19 98

Leeds Hackett

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Joanna Taylor
(Notary Public Signature)

Joanna Taylor

(Notary's Printed Name)

Seal

My Commission Expires: 11/29/99