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CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 850-222-1092

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Thank You!

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANC	E WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FC	REIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.
1. Coleman	Asset Diversification, Inc.
(Name of corpo	ration; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or ration; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or rations of like import in language as will clearly indicate that it is a corporation instead of a partnership if not so contained in the name at present.)
2 Delaware	3. applied for
(State or country	y under the law of which it is incorporated) (FEI number, if applicable)
4 April	, 2000 5. Perpetual
	te of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing	t transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. <u>2381 Exect</u>	ttive Center Drive, Boca Raton, Florida 33437
	(Current mailing address)
8, to purchase or	otherwise acquire from time to time certain accounts receivable from parent corporation
(Purpose	(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and st	reet address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name:	C T Corporation System
Office Address:	1200 South Pine Island Road
	Plantation , Florida, 33324 (Zip code)
10. Registered	agent's acceptance:
_	
	ned as registered agent and to accept service of process for the above stated corporation at the place designated in I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply as of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept
the obligations of	CT Corporation System CT Corporation System PECIAL ASSISTANT SECRETARY SPECIAL ASSISTANT SECRETARY
	(Registered agent's signature)
 Attached is a Department of St which it is incorp 	certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the ate, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of orated.

^{12.} Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable) FL019 - 9/2/99 C T System Online

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B. OFFICERS (Street address or	ıly - P.O. Box NOT	acceptable)	See At	tachme	nt			
President:								
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Vice President:								
Address:								
Secretary:								1 1 1 1
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	ch an addendum to the a	unlication listin	o additional	officers a	nd/or dire	ctors.		
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DIRECTORS:

Bernard J. Angelo 114 West 47th Street Suite 1715 New York, NY 10036

David O. Taylor 114 West 47th Street Suite 1715 New York, NY 10036

Ronald R. Richter 2381 Executive Center Drive Boca Raton, FL 33437 Robert P. Totte 2381 Executive Center Drive Boca Raton, FL 33437

Robert S. Schur 2381 Executive Center Drive Boca Raton, FL 33437 DAR IL PA 2: 31

OFFICERS:

President

Ronald R. Richter 2381 Executive Center Drive Boca Raton, FL 33437

Senior Vice President and General Counsel Steven R. Isko 2381 Executive Center Drive Boca Raton, FL 33437

Vice President

Robert P. Totte 2381 Executive Center Drive Boca Raton, FL 33437

Vice President and Treasurer
Robert S. Schur
2381 Executive Center Drive
Boca Raton, FL 33437

Vice President and Assistant Secretary
Barry A. Crozier
200 West Ninth Street Plaza
Suite 102
Wilmington, DE 19801

Secretary

Barbara L. Allen 2111 E. 37th Street North Wichita, KS 67219

Assistant Secretary
Kimberly H. Vallin
2381 Executive Center Drive
Boca Raton, FL 33437

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLEMAN ASSET DIVERSIFICATION, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF APRIL, A.D. 2000.

AND_I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE:

04-13-00