

F00000002135

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: First Resolution Management Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Teresa Hays

(Name of Person)

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-04/11/00--01045--002
*****70.00 *****70.00

Cornerstone Collection Support, Inc.

(Firm/Company)

8725 Roswell Road Suite 0-126

(Address)

Atlanta, Georgia 30350

(City/State/Zip)

MJH

00 APR 11 AM 9:09

DEPT OF STATE
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Cornerstone Collection Support, Inc.

(Name of Person)

at (770) 587 -4595

(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 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. First Resolution Management Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "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.)
2. British Columbia 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 9, 1997 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Approval
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4190 Lougheed Hwy. Suite 401
Burnaby B.C. Canada V5C 6A8
(Current mailing address)

8. Bill Collections
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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, FL. Florida, 33324
(Zip code)

00 APR 11 AM 9:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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.

Mary R. Adams
(Registered agent's signature)

MARY R. ADAMS
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: Clayton T. Rodenbush

Address: 4190 Lougheed Hwy, Suite 401

Burnaby BC Cana V7G2G5

Director: Kenneth Hugh Healey

Address: 4190 Lougheed Hwy, Suite 401

Burnaby, BC Canad V56 1G7

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

President: Clayton Timothy Rodenbush

Address: 4190 Loougheed Hwy, Suite 401

Burnby BC Canada V5C6A8

Vice President: Kenneth Hugh Healey

Address: 4190 Lougheed Hwy, Suite 401

Burnaby,BC Canada V5C6A8

Secretary: Clayton Timothy Rodenbush

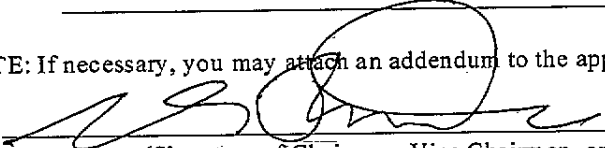
Address: 4190 Lougheed Hwy., Suite 401

Burnaby,BC Canada V5C6A8

Treasurer: _____

Address: _____

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

13.  March 30, 2000
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. C. Tim Rodenbush President
(Typed or printed name and capacity of person signing application)



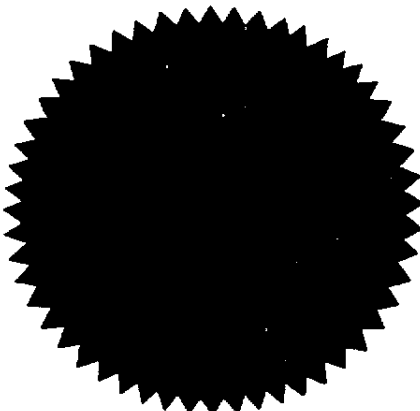
NUMBER: A-45191

CERTIFICATE OF GOOD STANDING

COMPANY ACT

I Hereby Certify that **FIRST RESOLUTION MANAGEMENT CORPORATION**, an extraprovincial company duly registered under the laws of the Province of British Columbia is, according to the records of this office, with respect to filing of returns, in good standing.

*Issued under my hand at Victoria, British Columbia,
on March 30, 2000*



A handwritten signature in black ink, appearing to read "J. Powell", written in a cursive style.

JOHN S. POWELL
Registrar of Companies
PROVINCE OF BRITISH COLUMBIA
CANADA