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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Specialized Card Services, Inc.
(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:

Deena Yeager
(Name of Person)
Cornerstone Collection Support, Inc.
(Firm/Company)
16 Norcross St. Suite 101
(Address)
Roswell, GA 30075
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

Cornerstone Collection Support, Inc. at (770) 587-4595
(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 CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

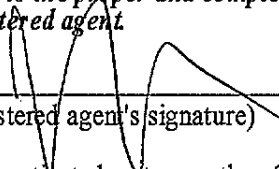
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Specialized Card Services, Inc.
(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. South Dakota 3. 46-0434815
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/23/94 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. 104 E. Beeline Lane
Harker Heights TX 76548-1262
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation Florida, 33324
(Zip code)

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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.


(Registered agent's signature)

JENNIFER F AULTMAN
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: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Glenn William Reed

Address: 104 E. Beeline Lane

Harker Heights TX 76548

Vice President: Robert Carey Schumacher

Address: 104 E. Beeline Lane

Harker Heights TX 76548-1262

P/ Secretary: John Edward Allen

Address: 104 E. Beeline Lane

Harker Heights TX 76548-1262

Treasurer: John Edward Allen

Address: 104 E. Beeline Lane

Harker Heights TX 76548-1262

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

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. PRESIDENT, GLENN W. REED

(Typed or printed name and capacity of person signing application)

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Specialized Card Services, Inc.
LIST OF DIRECTORS

DIRECTOR

Gregory T. Mutz
3901 Accent Dr. #1033
Dallas TX 75287

BUSINESS ADDRESS: 104 E. Beeline Lane, Harker Heights, TX 76548-12

DIRECTOR

Glenn W. Reed
376 W. County Line Road
Barrington IL 60010
847-381-6206

BUSINESS ADDRESS: 104 E. Beeline Lane, Harker Heights, TX 76548-12

DIRECTOR

John E. Allen
1110 North Lake Shore Drive, Apt. 10N
Chicago IL 60611
312-649-1553

Attorney at Law, Real Estate Broker: Illinois

BUSINESS ADDRESS: 104 E. Beeline Lane, Harker Heights, TX 76548-12

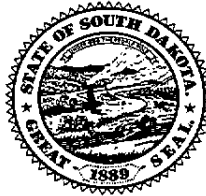
DIRECTOR

Matthew R. Cassell
12223 Snow White Drive
Dallas TX 75244

BUSINESS ADDRESS: 104 E. Beeline Lane, Harker Heights, TX 76548-12

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State of South Dakota



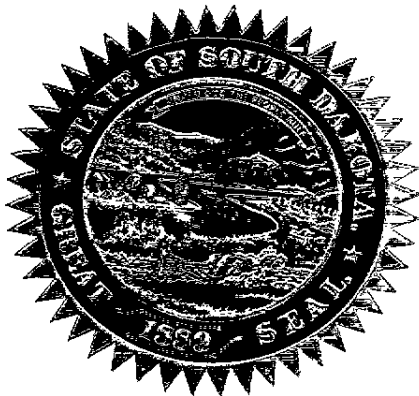
OFFICE OF THE SECRETARY OF STATE

Certificate of Good Standing Domestic Corporation

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, do hereby certify that **SPECIALIZED CARD SERVICES, INC.** was duly incorporated under the laws of this state on **December 23, 1994**.

I, further certify that said corporation has complied with the laws of this State relative to the formation of corporations of its kind and is now a regularly and properly organized and existing corporation under the laws of this State and is in good standing, as shown by the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF,
I have hereunto set my hand and
affixed the Great Seal of the State of
South Dakota, at Pierre, the Capital,
this November 8, 2000.



Joyce Hazeltine

Joyce Hazeltine
Secretary of State

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PIERRE, S.D.