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OMNIA CREDIT SERVICES

8220 KATELLA AVENUE, SUITE 207
STANTON, CA 90680

August 21, 2000

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*****70.00 *****70.00

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed you will find a completed *Transmittal Letter* and *Application by Foreign Corporation for Authorization to Transact Business in Florida*.

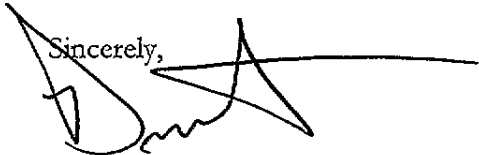
You will also find our check in the amount of \$70.00 and our Certificate of Existence.

Please send any correspondence regarding filing to

Douglas Carruthers
Omnia Credit Services
8220 Katella Ave., Suite 207
Stanton, CA 80202

If you have any questions regarding this application, please contact Bobbie-Jean Chase at (952) 928-8000 extension 233.

Sincerely,



Douglas Carruthers
President

DC/js

Enclosures

RECEIVED
COMPTROLLER'S OFFICE
2000 DEC -1 PM 2:32
CASSELLER'S OFFICE

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00 DEC -5 PM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/11

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: OMNIA CREDIT 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:

Douglas CARRUTHERS
ANTHONY CAMBRIC
(Name of Person)

OMNIA CREDIT SERVICES
(Firm/Company)

8220 KATELLA AVE., SUITE 207
(Address)

STANTON, CA 90680
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

BOBBIE-JEAN CHASE
(Name of Person)

at (952) 928-8000 ext. 233
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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. OMNIA CREDIT 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. CA 3.33-0830347
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/10/98 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)


7. 8220 KATELLA AVE., SUITE 207
STANTON, CA 90680
(Current mailing address)

8. DEBT COLLECTION AGENCY
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)
Name CORPORATION SERVICE COMPANY
Office Address: 1201 HAYS ST.
TALLAHASSEE, Florida, 32301
(Zip Code)

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TALLAHASSEE, FLORIDA

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) TRUMAN PERRY TEAM COORDINATOR

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: : DOUGLAS CARRUTHERS

Address: : 8220 KATELLA AVE., SUITE 207

STANTON, CA 90680

Vice Chairman: _____

Address: : _____

Director: GENA CARRUTHERS

Address: 8220 KATELLA AVE., SUITE 207

STANTON, CA 90680

Director _____

Address: _____

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

President DOUGLAS CARRUTHERS

Address: 8220 KATELLA AVE., SUITE 207

STANTON CA 90680

Vice President GENA CARRUTHERS

Address: 8220 KATELLA AVE., SUITE 207

STANTON CA 90680

Secretary DOUGLAS CARRUTHERS

Address: 8220 KATELLA AVE., SUITE 207

STANTON CA 90680

Treasurer: GENA CARRUTHERS


Address: 8220 KATELLA AVE., SUITE 207

STANTON CA 90680

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TALLAHASSEE, FLORIDA

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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. DOUGLAS CARRUTHERS, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 10th day of November, 1998,

OMNIA CREDIT SERVICES, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

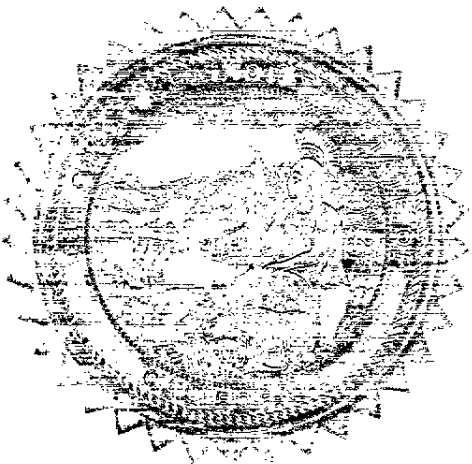
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of
June 26, 2000.



Bill Jones

Secretary of State