

CT CORPORATION SYSTEM

F01000000 2546

CORPORATION(S) NAME

Financial Sales Force Management Co.

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FILED
01 MAY 11 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Mail Out	<input checked="" type="checkbox"/> Pick Up

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/11/01

Order#: 4325344

Ref#: _____

Amount: \$ _____

hjk 5/11

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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**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*

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FLORIDA

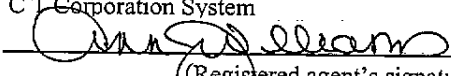
1. Financial Sales Force Management Co.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. January 16, 2001
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Beginning April 27, 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Two Valley Square - Suite 100, 512 Township Line Road, Blue Bell, PA 19422

(Current mailing address)
8. See Attached Exhibit A.
(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)

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.

C T Corporation System


(Registered agent's signature)

ANN J. WILLIAMS
Assistant Vice President

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 Exhibit B.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attached Exhibit B.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. _____

Kirk E. Watkins, President

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

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EXHIBIT A

Subsidiary corporation performing sales and marketing function for parent company engaged in the business of providing a financial service to employees of certain network employers by offering an alternative payment channel for purchases of goods.

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TALLAHASSEE, FLORIDA

EXHIBIT B

DIRECTORS:

Kirk E. Watkins

TITLE:

Chief Executive Officer

ADDRESS:

Two Valley Square - Suite 100,
512 Township Line Road,
Blue Bell, PA 19422

Jerry Holbrook

Chief Financial Officer

Two Valley Square - Suite 100,
512 Township Line Road,
Blue Bell, PA 19422

Thomas P. Collins

General Counsel

Two Valley Square - Suite 100,
512 Township Line Road,
Blue Bell, PA 19422

OFFICERS:

Kirk E. Watkins

TITLE:

President

ADDRESS:

Two Valley Square - Suite 100,
512 Township Line Road,
Blue Bell, PA 19422

Daniel Doherty

Executive Vice President

Two Valley Square - Suite 100,
512 Township Line Road,
Blue Bell, PA 19422

Jerry Holbrook

Treasurer

Two Valley Square - Suite 100,
512 Township Line Road,
Blue Bell, PA 19422

Thomas P. Collins

Secretary

Two Valley Square - Suite 100,
512 Township Line Road,
Blue Bell, PA 19422

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TALLAHASSEE, FLORIDA

State of Delaware

PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FINANCIAL SALES FORCE MANAGEMENT CO." 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 NINTH DAY OF MAY, A.D. 2001.

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

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01 MAY 11 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3343562 8300

AUTHENTICATION: 1123978

010222967

DATE: 05-09-01