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ACCOUNT NO. : 072100000032

REFERENCE : 452051 4323694

AUTHORIZATION : *Patricia Pigute*

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FILED
01 SEP -6 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 30, 2001

ORDER TIME : 11:0 AM

ORDER NO. : 452051-175

CUSTOMER NO: 4323694

000004572710-4

CUSTOMER: Albert Fox, Legal Asst
Hughes & Luce, L.l.p.
Suite 2800
1717 Main Street
Dallas, TX 75201

FOREIGN FILINGS

NAME: ADVANCED RECEIVABLE STRATEGY,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 SEP +6 AM 11:03

NOTED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

BK

**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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SECRETARY OF STATE

1. ADVANCED RECEIVABLES STRATEGY, 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. Delaware

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. June 28, 2001

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 12404 Park Central Drive Dallas, TX 75251

(Principal office address)

same as above

(Current mailing address)

Accounts receivable management

8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(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.

Corporation Service Company

Maureen Cullen
(Registered agent's signature)

Maureen Cullen, Assistant V.P.

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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. _____

Peter A. Altabef, Vice President

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

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TALLAHASSEE, FLORIDA

ADVANCED RECEIVABLES STRATEGY, INC.

Business address for all officers and directors:

12404 Park Central Dr.

Dallas, Texas 75251

<u>Name</u>	<u>Office</u>
Peter A. Altabef	Director, Vice President and Secretary
Charles A. Lyles	Director and Chairman of the Board
Howard Kirshner	President
John Harper	Vice President
Steve Curts	Vice President and Treasurer
Robert J. Kelly	Vice President – Chief Accounting Officer
Charles N. Bell	Assistant Secretary
Rex Mills	Assistant Secretary
Sharon Wood	Assistant Secretary
Karen Anderson	Assistant Treasurer
Beth Whitmer	Assistant Treasurer

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SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

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01 SEP - 6 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADVANCED RECEIVABLES STRATEGY 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 FIFTH DAY OF SEPTEMBER, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3409501 8300

AUTHENTICATION: 1328697

010438740

DATE: 09-05-01