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ACCOUNT NO. : 072100000032

REFERENCE :

460556

81088A

AUTHORIZATION :

Patricia Riggs

COST LIMIT : \$ 70.00

FILED
01 DEC 26 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 16, 2001

ORDER TIME : 4:05 PM

ORDER NO. : 460556-020

CUSTOMER NO: 81088A

200004740282--9

CUSTOMER: D.s. Berenson, Esq
Johanson Berenson Llp
Suite 115-208
1350 Beverly Road
Mc Lean, VA 22101

BK

FOREIGN FILINGS

NAME: FIRST CONSUMER CREDIT,
INC.

File 2nd

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
01 DEC 26 PM 3:54
DEPARTMENT OF STATE
BUREAU OF CONGRATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

**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 Consumer Credit, 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. Texas

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

3. 76-0477903

(FEI number, if applicable)

4. June 30, 1995

(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. 12740 Hillcrest Road, Suite 240, Dallas, Texas 75230

(Principal office address)

12740 Hillcrest Road, Suite 240, Dallas, Texas 75230

(Current mailing address)

The company purchases, services and sells consumer credit contracts arising from the installment sale of home improvement goods and services.

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

BRIAN COURTNEY, ASST. V.P.

(Registered agent's signature)

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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: James D. Borschow

Address: 12740 Hillcrest Road, Suite 240

Dallas, Texas 75230

Vice Chairman: Robert DeFronzo

Address: 12740 Hillcrest Road, Suite 240

Dallas, Texas 75230

Director: Murray Gross

Address: 12740 Hillcrest Road, Suite 240

Dallas, Texas 75230

Director: _____

Address: _____

B. OFFICERS

President: James D. Borschow

Address: 12740 Hillcrest Road, Suite 240

Dallas, Texas 75230

Vice President: _____

Address: _____

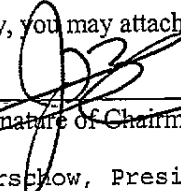
Secretary: Robert DeFronzo

Address: 12740 Road, Suite 240, Dallas, Texas 75230

Treasurer: Robert DeFronzo

Address: 12740 Road, Suite 240, Dallas, Texas 75230

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. James D. Borschow, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Assistant Secretary of State

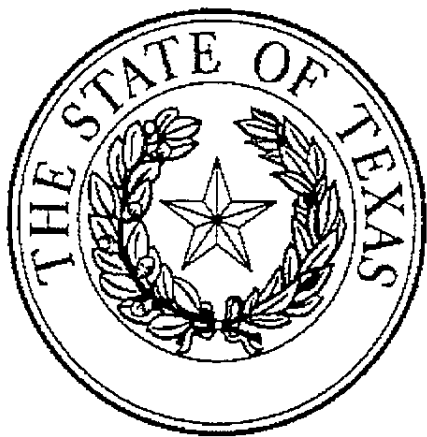
Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Conversion for First Consumer Credit, Inc. (filing number: 800016462), a Domestic Business Corporation, was filed in this office on October 02, 2001.

It is further certified that the entity status in Texas is active.

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TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 20, 2001.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Assistant Secretary of State