

CT CORPORATION

**F02000000644**

CORPORATION(S) NAME

FP Finance Corporation

FILED  
02 FEB -5 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(X) Profit  
( ) Nonprofit  
(X) Foreign  
( ) Limited Partnership  
( ) LLC  
( ) Certified Copy  
( ) Call When Ready  
(x) Walk In  
( ) Mail Out

( ) Amendment  
( ) Dissolution/Withdrawal  
( ) Reinstatement  
( ) Annual Report  
( ) Name Registration  
( ) Fictitious Name  
( ) Photocopies  
( ) Call If Problem  
( ) Will Wait

( ) Merger  
( ) Mark  
( ) Other  
( ) Change of RA  
( ) UCC  
(X) CUS  
( ) After 4:30  
(x) Pick Up

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02 FEB -5 AM 11:15  
DIVISION OF CORPORATION

**BK**

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

2/5/02

Order#: 5025150  
400004880914--5  
-02/05/02--01053--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00  
Ref#: 400004880914--5  
-02/05/02--01053--020  
\*\*\*\*\*8.75 \*\*\*\*\*8.75  
Amount: \$ \_\_\_\_\_

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

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

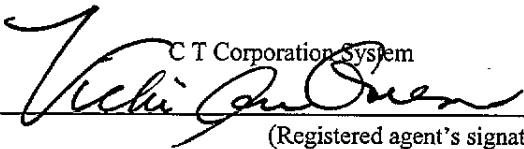
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA*

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TALLAHASSEE, FLORIDA

1. FP Finance Corporation  
(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. Nevada 3. 75-2881769  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 05/24/2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 03/01/2002  
(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. 161 E. County Line Road, 2nd Floor, Hatboro, PA 19040  
(Principal office address)  
same  
(Current mailing address)
8. To engage in financial services  
(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  
(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.*

BY:   
C T Corporation System  
(Registered agent's signature)

VickiAnn Owens  
Special 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Frederick H. Stephens

Address: 2740 N. Dallas Parkway, Suite 200

Plano, TX 75093

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

*SEE ATTACHMENT*

President: Robert Dale Davis

Address: 161 E. County Line Road, 2nd Floor

Hatboro, PA 19040

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

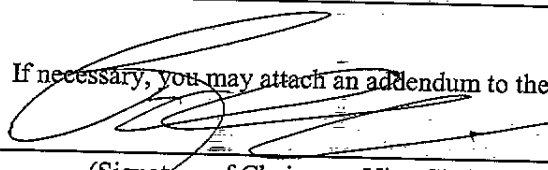
Secretary: \_\_\_\_\_

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. Robert Dale Davis, President

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

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TALLAHASSEE, FLORIDA

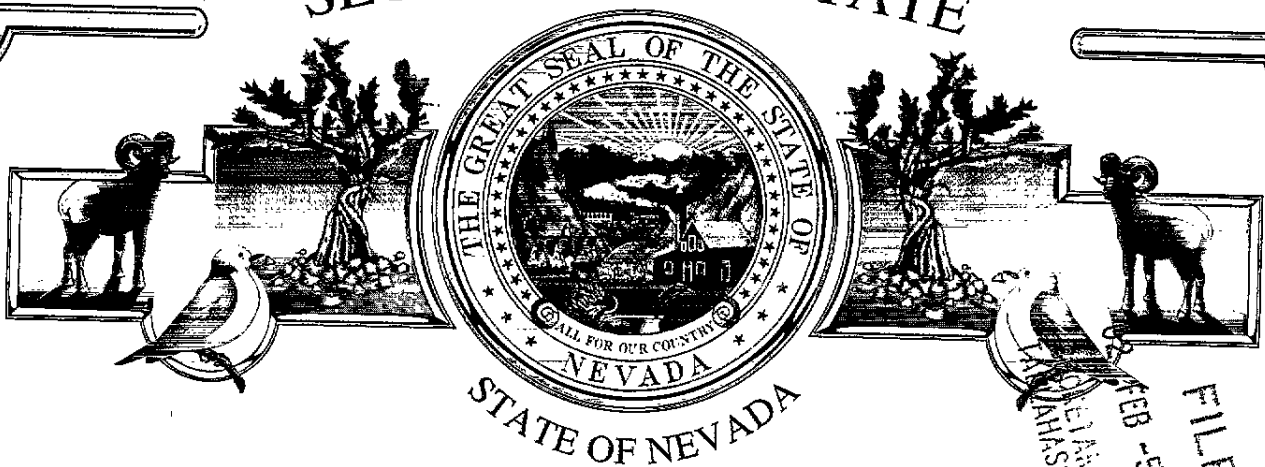
Attachment to Florida  
Application By Foreign Corporation for Authorization to Transact Business in Florida

**Officers & Directors**

1. Full Name: Robert Dale Davis  
Officer/Director: Officer  
Officer's Title: President/CEO  
Business Address: 161 E. County Line Road, 2nd Floor  
City: Hatboro  
State: PA  
ZIP Code: 19040
2. Full Name: William Patrick Higgins  
Officer/Director: Officer  
Officer's Title: CFO/Treasurer  
Business Address: 161 E. County Line Road, 2nd Floor  
City: Hatboro  
State: PA  
ZIP Code: 19040
3. Full Name: Mary Lourdes Gibbons  
Officer/Director: Officer  
Officer's Title: CLO/Secretary  
Business Address: 161 E. County Line Road, 2nd Floor  
City: Hatboro  
State: PA  
ZIP Code: 19040

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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TAMMASEE, FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **FP FINANCE CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 24, 2000, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 31, 2002.

*Dean Heller*

DEAN HELLER  
Secretary of State

By

*Acqueline Warr*  
Certification Clerk