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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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DIVISION OF CORPORATION

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DIVISION OF STATE
TREASURER, FLORIDA

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CT CORPORATION

April 28, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5836115 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

CDC Consumer Debt Counseling, Inc. (MO)
Qualification
Florida

CDC Consumer Debt Counseling, Inc. (MO)
Certificate of Status/Authorization-Foreign
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

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

TALLAHASSEE, FLORIDA

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CT CORPORATION

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

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TALLAHASSEE, FLORIDA

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

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. CDC Consumer Debt Counseling, Inc.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Missouri 3. 37-237222054
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/3/72 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.153, F.S.)

7. 1300 Hampton Avenue
St. Louis, MO 63139
(Current mailing address)

8. To provide education, counseling and debt reduction programs
(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:**

C T CORPORATION SYSTEM
(Name)

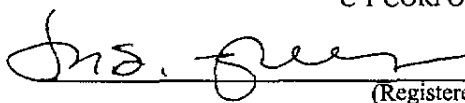
c/o C T CORPORATION SYSTEM, 1200 S. Pine Island Rd.,
(Office address)

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.

C T CORPORATION SYSTEM


(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

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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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

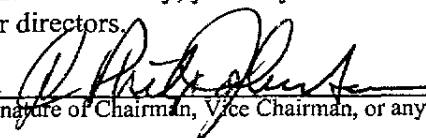
Secretary: _____

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)

C. Philip Johnston, President
(Typed or printed name and capacity of person signing application)

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CDC CONSUMER DEBT COUNSELING, INC.

1300 Hampton Avenue
St. Louis, MO 63139

OFFICERS (addresses listed within)

President: C. Philip Johnston
Chairman: Eugene Poelker
Vice Chairman: Norman Porch
Secretary: Georgia Rusan
Treasurer: Sarapage McCorkle

DIRECTORS

Robert Bean
504 Bonhomme Forest Drive
Olivette, MO 63132

Mardee Beckman, Ph.D.
United Behavioral Health
12125 Woodcrest Executive Drive, Suite 320
St. Louis, MO 63141

Donald Constantine
153 Henning Drive
Chesterfield, MO 63107

James Eisenbath
3616 Collingwood
St. Charles, MO 63301

Catherine Gamble
Fox Sports Net Midwest
700 St. Louis Union Station, Suite 300
St. Louis, MO 63103

C. Philip Johnston
CDC Consumer Debt Counseling, Inc.
1300 Hampton Avenue
St. Louis, MO 63139

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David Lander
Thompson Coburn
One Mercantile Center, Suite 350
St. Louis, MO 63101

Sharon Laux
University of Missouri – St. Louis
8001 Natural Bridge Road
306 Tower Building
St. Louis, MO 63121

Charles Lilgendahl
14609 Harleston Village Drive
Chesterfield, MO 63107

Sarapage McCorkle
University of Missouri – St. Louis
8001 Natural Bridge Road
St. Louis, MO 63121

Virgil Mueller
Anheuser-Busch Employees' Credit Union
1001 Lynch Street
St. Louis, MO 63118

Gerhard Petzall
100 South Fourth Street, Suite 500
St. Louis, MO 63102

Eugene Poelker
14808 Understanding Court
Florissant, MO 63034

Norman Porch
1853 Shardell
St. Louis, MO 63138

Donnell Reid
1281 Pinrun Drive
Ballwin, MO 63011

Georgia Rusan
7911 Bennett Avenue
Richmond Heights, MO 63117

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FLORIDA

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Joseph Stewart, Jr.
750 Hanley Road, #170
Clayton, MO 63105

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RECORDS DIVISION OF STATE
TALLAHASSEE, FLORIDA

No. N00012208

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION


CERTIFICATE OF CORPORATE GOOD STANDING

I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

CDC CONSUMER DEBT COUNSELING, INC.

was incorporated under the laws of this State on the 3rd day of FEBRUARY, 1972, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 23rd day of APRIL, 2003.


Secretary of State

