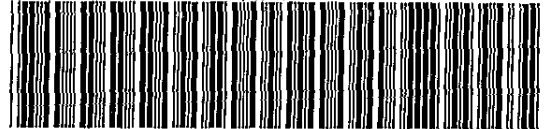


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TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TRANSMITTAL LETTER

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03 AUG 20 3 31 PM '03

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations
Nexum Credit Counseling, Inc.

SUBJECT: _____
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Elizabeth Diaz
(Name of Person)

Spirer & Goldberg, PC
(Firm/Company)

927 15th St., NW, Third Floor
(Address)

Washington, DC 20005
(City/State and Zip Code)

For further information concerning this matter, please call:

Elizabeth Diaz at (202) 628-2900
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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

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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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 1. Nexum Credit 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. Texas
(State or country under the law of which it is incorporated)
- 3. perpetual
(FEI number, if applicable)
- 4. August 4, 1999
(Date of Incorporation)
- 5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
- 6. Has not yet conducted affairs in Florida
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
- 7. 1515 US 1, Suite 204, Sebastian, FL 32967
(Principal office address)
- Same as above
(Current mailing address)

- 8. To provide Credit Counseling and Debt Management services to individual debtors.
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Chris Bellissimo

Office Address: 1640 North 42nd Circle, Apt. 104
Vero Beach, Florida 32967
 (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.

Chris Bellissimo
(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.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Christopher Bellissimo

Address: 1640 N. 42nd Circle, Apt. 104

Vero Beach, FL 32967

Vice Chairman:

Address:

Director: Stan Zimmerman

Address: 1709 Sulgrade Ave.

Baltimore, MD 21209

Director: Steve Walman

Address: 838 Queens Park Drive

Owings Mills, MD 21117

B. OFFICERS

President: Christopher Bellissimo

Address: same as above

Vice President: Henry Richer

Address: 5025 Fairway Circle, #101

Vero Beach, FL 32967


Secretary: Stan Zimmerman

Address: same as above

Treasurer: Steve Walman

Address: same as above

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. Chris Bellissimo, President
(Typed or printed name and capacity of person signing application)

Nexum, Inc.
1515 S. US 1 Suite 204
Sebastian, Fl 32967

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Officer Information:

President: Christopher Bellissimo
1640 N. 42nd Circle # 104
Vero Beach, Fl 32967
Phone: 772-299-6806

Vice-President: Henry Richer
5025 Fairway Circle # 101
Vero Beach, Fl 32967
Phone: 772-299-5763

Directors:

Board Members: Stan Zimmerman – Secretary
1709 Sulgrave Ave.
Baltimore, Md. 21209
Phone: 410-409-7899

Steve Walman - Treasurer
838 Queens Park Dr.
Owings Mills, Md. 21117
Phone: 410-409-4066

Christopher Bellissimo
Same as Above

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



Geoffrey S. Connor
Assistant Secretary of State

Office of the Secretary of State

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03 AUG 26 PM 3: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for NEXUM CREDIT COUNSELING, INC. (filing number: 154583501), a Domestic Nonprofit Corporation, was filed in this office on August 04, 1999.

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

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 August 05, 2003.



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

Geoffrey S. Connor
Assistant Secretary of State