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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

CitiFinancial, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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JB
2-19-04

**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. CitiFinancial, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

CitiFinancial, Inc. (NY)
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. New York 3. 52-0278529
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 20, 1959 5. perpetual
(Date of incorporation) (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. 300 St. Paul Place, Baltimore, Maryland 21202
(Principal office address)

300 St. Paul Place, Baltimore, Maryland 21202
(Current mailing address)
8. Consumer Finance
(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.

C T Corporation System

By: Kathleen A. Ladd Asst. Secretary
(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 business addresses of officers and/or directors:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: see attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list

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 Director or Officer listed in number 12 of the application)

14. Teresa M. Baer, Assistant Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CITIFINANCIAL, INC.
(a New York corporation)

<u>Name and Title</u>	<u>Business Address</u>
Frank J. Petrecco Director and President	300 St. Paul Place Baltimore, MD. 21202
James P. Murphy Director and Vice President	300 St. Paul Place Baltimore, MD. 21202
David A. Smoley Director and Vice President	300 St. Paul Place Baltimore, MD. 21202
Robert M. Hurley Treasurer	300 St. Paul Place Baltimore, MD. 21202
Linda S. Davis V.P. and Assistant Secretary	300 St. Paul Place Baltimore, MD. 21202
Teresa M. Baer Assistant Secretary	300 St. Paul Place Baltimore, MD 21202

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of CITIFINANCIAL, INC. was filed on 04/20/1959, under the name of COMMERCIAL CREDIT PLAN, INCORPORATED, fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment COMMERCIAL CREDIT PLAN, INCORPORATED, changing its name to C C LOAN PLAN, INC., was filed 04/04/1960.

A Certificate of Amendment C C LOAN PLAN, INC., changing its name to COMMERCIAL CREDIT LOAN, INC., was filed 12/20/1963.

A Certificate of Amendment COMMERCIAL CREDIT LOAN, INC., changing its name to CITIFINANCIAL, INC., was filed 05/03/1999.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 17th day of February
two thousand and four.

Secretary of State