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

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FOREIGN PROFIT QUALIFICATION

BLUE BELL FUNDING CORPORATION

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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. Blue Bell Funding Corporation

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

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Pennsylvania

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

3. 28-74345

(FEI number, if applicable)

4. 04/28/1999

(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. 830 Fenikyn Pike, Blue Bell, PA 19422

(Principal office address)

830 Fenikyn Pike, Blue Bell, PA 19422

(Current mailing address)

8. To manage limited partnerships and to engage in any lawful not or activity for which corporations may be organized.

(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: **NRAI Services, Inc.**

Office Address: **526 E. Park Avenue**

Tallahassee

(City)

, Florida **32301**

(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.

NRAI Services, Inc.

By: 

(Registered agent's signature)

Michael Mirrone, Asst. 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:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: **Thomas J. Campbell III**

Address: **830 Penlyn Pike, Blue Bell, PA 19422**

Vice President: **David P. Morgan**

Address: **830 Penlyn Pike, Blue Bell, PA 19422**


Secretary: **Thomas J. Campbell III**

Address: **830 Penlyn Pike, Blue Bell, PA 19422**

Treasurer: **David P. Morgan**

Address: **830 Penlyn Pike, Blue Bell, PA 19422**

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. **Thomas J. Campbell III, President** _____
(Typed or printed name and capacity of person signing application)

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NO. 142 004

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

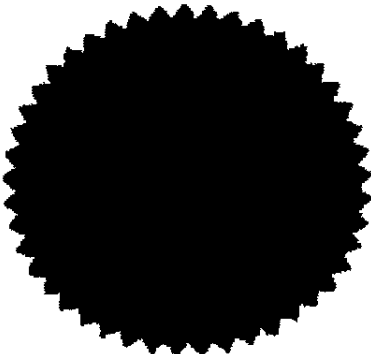
August 10, 2004

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

BLUE BELL FUNDING CORPORATION

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Pedro C. Santis
Secretary of the Commonwealth

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