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CT CORP

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Division of Corporations

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Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

Flagship Credit Corporation

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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6/28/2005

JUN-28-2005 13:43

C T CORP.

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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. Flagship Credit Corporation

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

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

2. Delaware

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

3. 20-2878459

(FEI number, if applicable)

4. May 17, 2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3 Christy Drive, Suite 201, Chadds Ford, PA 19317

(Principal office address)

3 Christy Drive, Suite 201, Chadds Ford, PA 19317

(Current mailing address)

8. Finance company

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 3200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.

CT Corporation System

By: Margaret E. Routhahn

(Registered agent's signature)

MARGARET E. ROUTHAWN
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:

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A. DIRECTORS

Chairman: Michael Ritter

Address: 3 Christy Drive, Suite 201, Chadds Ford, PA 19317

Vice Chairman: Thomas A. Goldsmith

Address: 3 Christy Drive, Suite 201, Chadds Ford, PA 19317

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Schedule A attached

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. Michael Ritter, President

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

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SCHEDULE A
OFFICERS AND DIRECTORS
OF
FLAGSHIP CREDIT CORPORATION

Directors:

Michael C. Ritter
Thomas A. Goldsmith

Officers:

Michael C. Ritter - President, Chief Executive Officer & Secretary
Kevin O'Connell - Senior Vice President - Chief Credit Officer & Treasurer

All of the above are located at:

3 Christy Drive, Suite 201
Chadds Ford, PA 19317

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Delaware

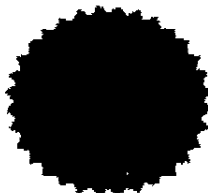
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLAGSHIP CREDIT CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3982625

DATE: 06-27-05