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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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06 MAY 26 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**midland credit management, inc.**

May 25, 2006

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

To Whom It May Concern:

I am submitting an Application by Foreign Corporation for Authorization to Transact Business in Florida, along with the \$70 filing fee. This is a pre-requisite for obtaining a Consumer Collection Agency license for Midland Funding NCC-2 Corporation.

I have enclosed a self-address stamped envelope if you would provide evidence of this filing.

Please contact me at (858) 560-3596, or by email at [ann.stipica@mcmcg.com](mailto:ann.stipica@mcmcg.com) should you have any additional questions.

Sincerely,  
Midland Credit Management, Inc.

A handwritten signature in black ink, appearing to read "Ann Stipica". The signature is fluid and cursive, with a horizontal line extending from the end of the name.

Ann Stipica  
Paralegal, Compliance

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Midland Funding NCC-2 Corporation  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ann Stipica

(Name of Person)

Midland Credit Management, Inc.

(Firm/Company)

8875 Aero Drive, Suite 200

(Address)

San Diego, CA 92123

(City/State and Zip code)

For further information concerning this matter, please call:

Ann Stipica

(Name of Person)

at ( 858 ) 560-3596

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing 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 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. Midland Funding NCC-2 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. 51-0488211

(FEI number, if applicable)

4. 7/18/2003

(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. 8875 Aero Drive, Suite 200, San Diego, CA 92123

(Principal office address)

8875 Aero Drive, Suite 200, San Diego, CA 92123

(Current mailing address)

8. Holding 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

Office Address: 1200 South Pine Island

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.*

**Donald H. Boadway**  
**Assistant 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.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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**A. DIRECTORS**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: J. Brandon Black

Address: 8875 Aero Drive, Ste. 200

San Diego, CA 92123

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Robin R. Pruitt

Address: 8875 Aero Drive, Ste. 200; San Diego, CA 92123

Treasurer: Paul Grinberg

Address: 8875 Aero Drive, Ste. 200; San Diego, CA 92123

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. J. Brandon Black

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

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MIDLAND FUNDING NCC-2 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 EIGHTEENTH DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED  
06 MAY 26 AM 9:31  
SECRETARY OF STATE  
JALLAHASSEY FLORIDA



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4754890

DATE: 05-18-06