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NO. 6 P. 1/4 of 1

Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 617-6381

From:  
Account Name : CORPORATION SERVICE COMPANY  
Account Number : F20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

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2008 APR 10 PM 4: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

MRC RECEIVABLES CORPORATION

Certificate of Status	0
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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. MRC RECEIVABLES 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. 91-2090561**

(FEI number, if applicable)

**4. 12/13/2000**

(Date of incorporation)

**5. PERPETUAL**

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

**6. UPON FILING**

(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, STE 200 SAN DIEGO, CA 92123**

(Principal office address)

**8875 AERO DRIVE, STE 200 SAN DIEGO, CA 92123**

(Current mailing address)

**8. DEBT COLLECTION**

(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: Corporation Service Company

Office Address: 1201 Hays Street

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.*

Corporation Service Company

By: Deborah D. Skipper

(Registered agent's signature)

**DEBORAH D. SKIPPER, ASST VP**

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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TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

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

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

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

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

Director: PAUL GRINBERG

Address: 8875 AERO DRIVE, STE 200 SAN DIEGO, CA 92123

Director: J. BRANDON BLACK

Address: 8875 AERO DRIVE, STE 200 SAN DIEGO, CA 92123

**B. OFFICERS**

President: J. BRANDON BLACK

Address: 8875 AERO DRIVE, STE 200 SAN DIEGO, CA 92123

Vice President: ANTHONY RIGGIO

Address: 8875 AERO DRIVE, STE 200 SAN DIEGO, CA 92123

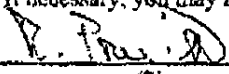
Secretary: ROBIN R. PRUITT

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. ROBIN R. PRUITT, SEC  
(Typed or printed name and capacity of person signing application)

# Delaware

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*The First State*SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MRC RECEIVABLES 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 TENTH DAY OF APRIL, A.D. 2008.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MRC RECEIVABLES CORPORATION" WAS INCORPORATED ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2000.

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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6513708

DATE: 04-10-08