

F94000000088



ACCOUNT NO. : 072100000032  
REFERENCE : 295858 4378663  
AUTHORIZATION :  
COST LIMIT : \$ 35.00

89 JUL 26 PM 3:45  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Patricia Pzyt

ORDER DATE : July 2, 1999

ORDER TIME : 11:38 AM

200002941742-3

ORDER NO. : 295858-030

CUSTOMER NO: 4378663

CUSTOMER: Ms. Adele Goldstein  
Copelco Financial Services  
700 East Gate Drive  
P.o. Box 5404  
Mt. Laurel, NJ 080545404

FOREIGN FILINGS

NAME: FRANKLIN ACCEPTANCE CORPORATION

XX PROFIT XX CORPORATE  
       NON-PROFIT        LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JUL 26 PM 2:20

RECEIVED

N.C.

G. COULLETTE JUL 26 1999

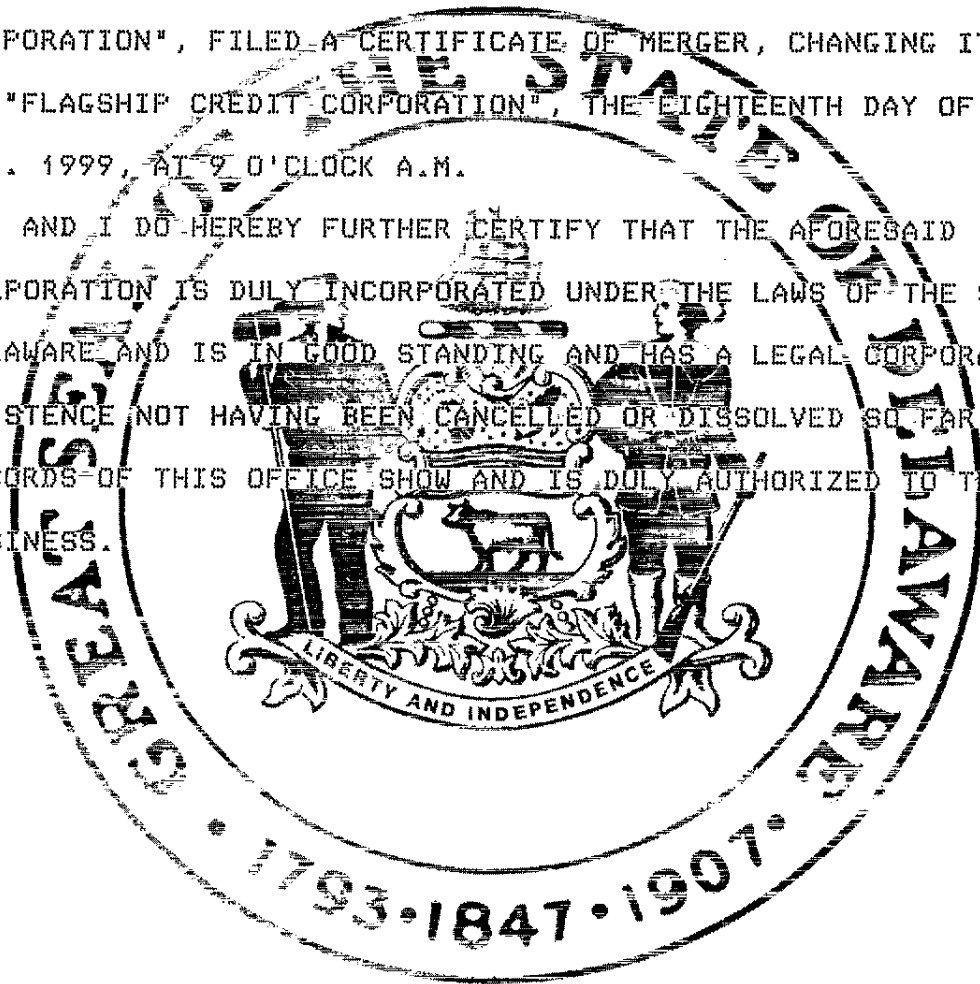


State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "FRANKLIN ACCEPTANCE CORPORATION", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "FLAGSHIP CREDIT CORPORATION", THE EIGHTEENTH DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2194794 8320

DATE: 9877476

991299784

97-21-99