



F94000000088

FILED
JUL 26 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Patricia P. [signature]

ACCOUNT NO. : 072100000032

REFERENCE : 295858 4378663

AUTHORIZATION :

COST LIMIT : \$ 35.00

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
 NON-PROFIT

XX CORPORATE
 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

RECEIVED
99 JUL 26 PM 2:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

N.C.

G. COULLETTE JUL 26 1999

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

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TALLAHASSEE, FLORIDA

1. FRANKLIN ACCEPTANCE CORPORATION
Name of corporation as it appears on the records of the Department of State
2. Delaware
Incorporated under laws of
3. 1/6/94
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 6/18/99
5. Flagship Credit Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction


Signature

6/30/99
Date

Michael C. Ritter
Typed or printed name

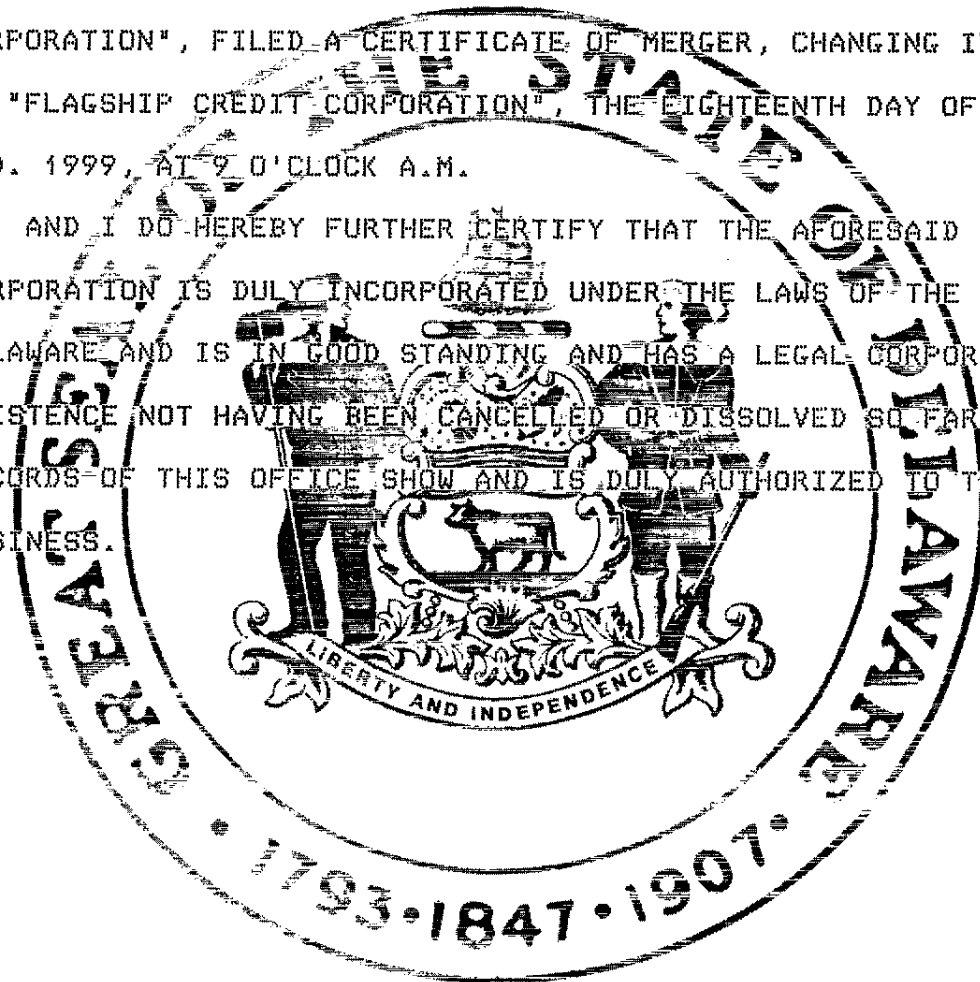
President
Title

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

98-21-98