

# F95000001997

## TRANSMITTAL LETTER

95 APR 24 PM 3:24  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS**

**SUBJECT:** Professionals' Financial Services, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

W95-8126

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:

Howard A. Blum

(Name of Person)

Professionals' Financial Services, Inc.

(Firm/Company)

P. O. Box 21702

(Address)

Tampa, FL 33622

(City, State and Zip Code)

700001457447  
-04/17/95--01002--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Should you need to call someone concerning this matter, please call:

Howard A. Blum

(Name of Person)

at ( 813 ) 289-4711

Area Code & Daytime Telephone Number

**COURIER ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314


None conflict  
Doc# 537354

## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Howard A. Blum, do hereby certify that this Resolution of the Board of Directors of Professionals' Financial Services, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on 4-13, 19 93.

Resolved, that Professionals' Financial Services, Inc. organized and existing in the State of Delaware, hereby adopts the name PFSI, Inc. for use in Florida.

Dated: 4-20-95

  
Signature of at least one director

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:**

1. Professionals' Financial Services, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 59-3160347  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12-17-92 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 4-1-95  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. P.O. Box 21702  
Tampa, FL 33622  
(Current mailing address)
8. Engage in Factoring Services for Accounts Receivables  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:  
Name: Howard A. Blum c/o Healthcare Financial Services, Inc.  
Office Address: 5444 Bay Center Dr. # 204  
Tampa, Florida, 33609  
(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.*

Howard A. Blum  
(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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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Herbert M. Pralman  
Address: 93 Mason St.  
Greenwich Ct. 06860

Vice Chairman: David Lawi  
Address: 93 Mason St.  
Greenwich, CT 06860

Director: Gerald Blum  
Address: 16935 Knightsbridge Lane  
Delray Beach, FL 33484

Director: Walter M. Craig, Jr.  
Address: 2 Bridge Ave.  
Red Bank, NJ 07701

B. OFFICERS

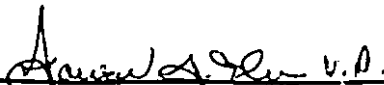
President: Gerald Blum  
Address: 16935 Knightsbridge Lane  
Delray Beach, FL 33484

Vice President: Howard A. Blum  
Address: 5444 Bay Center Dr. # 204  
Tampa, FL 33609

Secretary: Walter M. Craig, Jr.  
Address: 2 Bridge Ave.  
Red Bank, NJ 07701

Treasurer: David Lawi  
Address: 93 Mason St.  
Greenwich, CT 06860

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  v.p.  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Howard A. Blum VICE PRESIDENT  
(Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROFESSIONALS' FINANCIAL SERVICES, INC." 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 THIRTY-FIRST DAY OF MARCH, A.D. 1995.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROFESSIONALS' FINANCIAL SERVICES, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 1992.

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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7458233

DATE:

03-31-95