

F95000003337

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Professional Factors, Inc.
(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:

Howard A. Blum
(Name of Person)
HealthCare Financial Services, Inc.
(Firm/Company)
P.O. Box 21702
(Address)
Tampa, FL 33622-1702
(City, State and Zip Code)

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

Melanie Davis at (813) 289 4711.
(Name of Person) 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

RECEIVED
DIVISION OF CORPORATIONS
55 JUL 12 PM 3:30
7/12

(Requestor's Name)

(Address)

(City, State, Zip) (Phone #)

OFFICE USE ONLY

500001486745
-07/12/95--01051--004
*****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Professional Factors, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

RECEIVED
DIVISION OF CORPORATIONS
JUL 12 P. 3:30

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

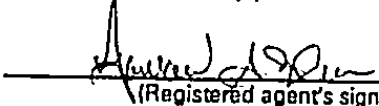
OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials _____

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. Professional Factors, 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
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 6-23-95
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 7-1-95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. P.O. Box 21702
Tampa, FL 33622-1702
(Current mailing address)
8. Factoring of Accounts Receivable
(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
Office Address: 5444 Bay Center Dr. # 204, Tampa, FL 33609
Tampa, Florida, 33622-1702
(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.

(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.

12. Name and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Herbert M. Pearlman

Address: 93 Mason St.

Greenwich, CT 06860

CEO
Vice Chairman: Gerald Blum

Address: 16935 Knightsbridge Lane

Delray Beach, FL 33484

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Walter M. Craig, Jr.

Address: 2 Bridge Ave.

Red Bank, NJ 07701

Exec. Vice President: Howard A. Blum

Address: 5444 Bay Center Dr. # 204

Tampa, FL 33609

Secretary: David S. Lawi

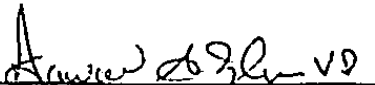
Address: 93 Mason St.

Greenwich, CT 06860

Treasurer: _____

Address: _____

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

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

14. Howard A. Blum, Ex. Vice-Pres.
(Typed or printed name and capacity of person signing application)

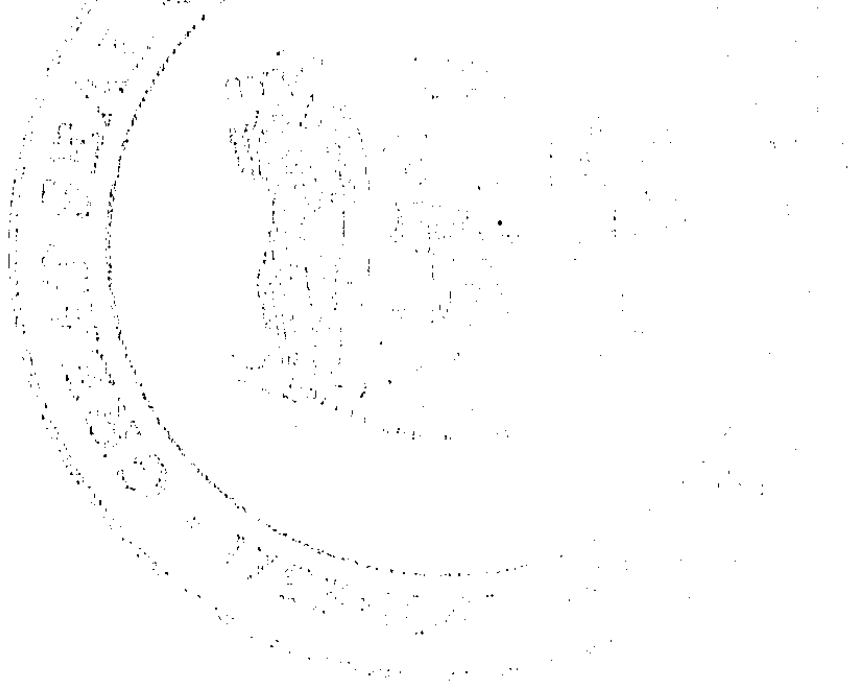
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "PROFESSIONAL FACTORS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JUNE, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.

RECEIVED
JUN 23 1995
12 PM 3:30



Edward J. Freel

Edward J. Freel, Secretary of State

2518942 8100

950140/42

AUTHENTICATION:

DATE:

7552770

06-26-95