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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: RER Collections, Inc.
(Name of corporation - must include suffix)

0000001957273
09/26/95 01005-015
*****70.00 *****70.00

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:

Bruce Levy, Esq.
(Name of Person)
RER Financial Group, LLC
(Firm/Company)
950 Herndon Parkway, Suite 200
(Address)
Herndon, Virginia 20170
(City/State/Zip)

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

Bruce Levy, Esq.
(Name of Person) at (703) 736-3871
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. RER Collections, 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. 52-1856944
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 21, 1993 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. May 15, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. RER Collections, Inc. c/o RER Financial Group LLC,

950 Herndon Parkway, Suite 200, Herndon, VA 20170

(Current mailing address)

8. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Richard Hollowell

Office Address: 927 Clint Moore Road

Boca Raton, Florida, 33487
(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.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mr. Christopher Kallivokas

Address: 950 Herndon Parkway, Suite 200, Herndon, VA 20170

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Richard K. Hollowell

Address: 927 Clint Moore Road, Boca Raton, FL 33487

Vice President: (see addendum attached)

Address: _____


Secretary: Scott Kallivokas

Address: 950 Herndon Parkway, Suite 200, Herndon, VA 20170

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. Richard K. Hollowell, President
(Typed or printed name and capacity of person signing application)

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ADDENDUM - ADDITIONAL OFFICERS

Senior Vice President: Andrew J. Osborne
800 W. Airport Freeway, Suite 1100, Irving, TX 75062

Senior Vice President: John D. Goodrum
927 Clint Moore Road, Boca Raton, FL 33487

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RER COLLECTIONS, 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 TWENTY-EIGHTH DAY OF AUGUST, A.D. 1996.

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

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

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

08-28-96

DATE: