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DIVISION OF CORPORATION

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

100001959991
-09/30/96--01044--003
*****70.00 *****70.00

CORPORATION(S) NAME

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TALLAHASSEE, FLORIDA

Global Imaging Finance Company

(X) Profit
( ) NonProfit
( ) Limited Liability Co.
(X) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
( ) Reservation

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CR2E031 (1-89)

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. GLOBAL IMAGING FINANCE COMPANY
(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. ~~on application~~ applied for
(FEI number, if applicable)

4. June 9, 1994
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.))

7. 14499 North Mabry Highway, Suite 280
Tampa, Florida 33618
(Current mailing address)

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TALLAHASSEE, FLORIDA

8. The administration of a finance company
(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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Marilyn Lizzio
(Registered agent's signature) (Officer)

Marilyn Lizzio, Assistant Secretary
(Type Name and Title of Officer)

(FLA. - 2189 - 11/16/94)

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. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Carl D. Thoma

Address: c/o Golder, Thoma, Cressey, Rauner Inc.
6100 Sears Tower
Chicago, IL 60606-6402

Director: Thomas S. Johnson

Address: 14499 North Dale Mabry Highway, Suite 280
Tampa, Florida 33618

Director: William Kessinger

Address: c/o Golder, Thoma, Cressey, Rauner Inc.
6100 Sears Tower
Chicago, IL 60606-6402

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TALLAHASSEE FLORIDA

B. OFFICERS

President and CEO: Thomas S. Johnson

Address: 14499 North Dale Mabry Highway, Suite 280
Tampa, Florida 33618

Vice President, CFO, Secretary and Treasurer: Raymond Schilling

Address: 14499 North Dale Mabry Highway, Suite 280
Tampa, Florida 33618

Vice President: Michael Mueller

Address: 14499 North Dale Mabry Highway, Suite 280
Tampa, Florida 33618

Assistant Secretary: Todd Johnson

Address: 14499 North Dale Mabry Highway, Suite 280
Tampa, Florida 33618

Assistant Secretary: Christopher J. Hagen

Address: 1314 Nineteenth Street, N.W.

Washington, DC 20036

Assistant Secretary: J. Hovey Kemp

Address: 1314 Nineteenth Street, N.W.

Washington, DC 20036

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

14. Christopher J. Hagen, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

(FLA. 2189)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GLOBAL IMAGING FINANCE COMPANY" 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-FOURTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8117794

DATE: 09-24-96