

THE COMPANY CORPORATION

F 9600005040

August 6, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

W96-17717
700001928527
-08/21/96--01058--013
*****70.00 *****70.00

RE: **Franklin Credit Management corporation**
8802242152904

Dear Sir or Madam:

Enclosed please find Application for Certificate of Authority, Certificate of Good Standing and our check(es) in the amount of \$70.00 for Franklin Credit Management corporation

Please file and return filed documents to my attention at your earliest convenience.

Please feel free to contact me directly at 1-302-575-0440, ext. 2208 with questions regarding the enclosed application.

Sincerely,

Kimberly Andras

enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT -1 AM 11:47

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1996

KIMBERLY ANDRAS
THE COMPANY CORPORATION
1313 N WALNUT ST
WILMINGTON, DE 19801-1151

SUBJECT: FRANKLIN CREDIT MANAGEMENT CORPORATION
Ref. Number: W96000017717

We have received your document for **FRANKLIN CREDIT MANAGEMENT CORPORATION** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The entity's date of incorporation/organization must be listed in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 796A00040033

**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. FRANKLIN CREDIT MANAGEMENT CORPORATION
(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. _____ applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 24, 1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____ upon approval
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.)

7. 6 Harrison Street
New York, NY 10013
(Current mailing address)

8. Acquisition, Servicing and Collection of Mainly Consumer Loans
(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: Larry Wolfe

Office Address: 200 A John Knox Road
Tallahassee, Florida, 32303-6643
(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.

see attachment
(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Thomas J. Axon

Address: 6 Harrison Street

New York, NY 10013

Vice President: Joseph Calazzo

Address: 6 Harrison Street

New York, NY 10013

Secretary: John T. Devine

Address: 6 Harrison Street

New York, NY 10013

Treasurer: Frank B. Evans

Address: 6 Harrison Street

New York, NY 10013

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

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

14. JOHN T. DEVINE ASST. SECRETARY
(Typed or printed name and capacity of person signing application)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Franklin Credit Management Corporation desiring to organize under the laws of the state of Florida with its principal place of business located in the city of New York, State of ^{New York} ~~Florida~~, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Larry Wolfe

Date _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT - 1 AM 11:47

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Thomas J. Axon

Address: 6 Harrison Street

New York, NY 10013

Vice President: Joseph Caiazzo

Address: 6 Harrison Street

New York, NY 10013

Secretary: John T. Devine

Address: 6 Harrison Street

New York, NY 10013

Treasurer: Frank B. Evans

Address: 6 Harrison Street

New York, NY 10013

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

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

14. JOHN T. DEVINE ASST. SECRETARY
(Typed or printed name and capacity of person signing application)

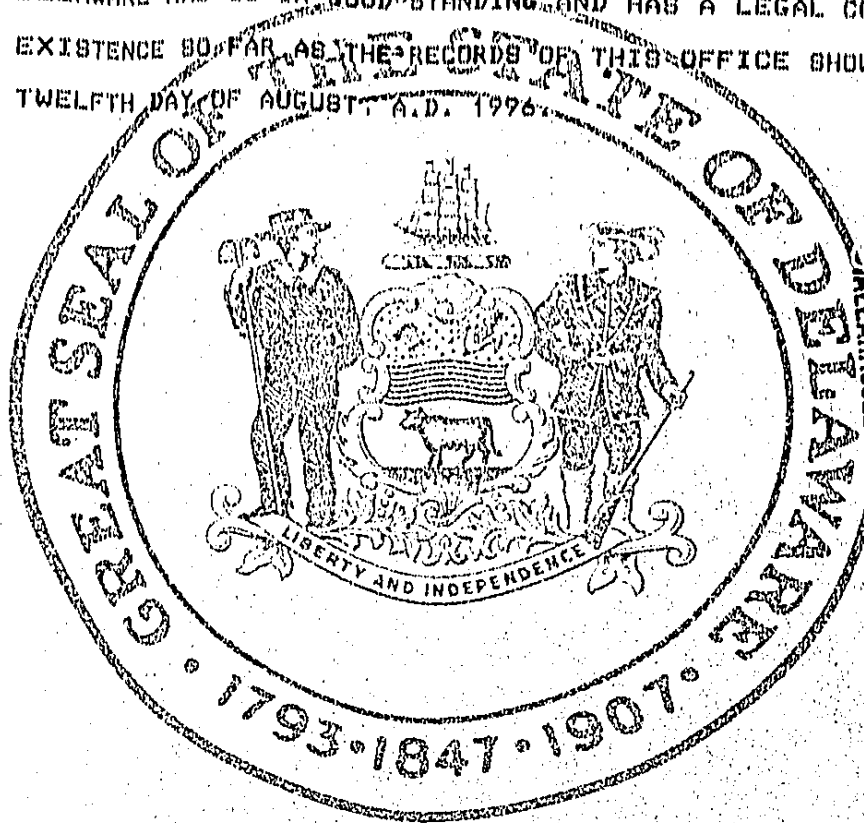
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRANKLIN CREDIT MANAGEMENT CORPORATION" 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 TWELFTH DAY OF AUGUST, A.D. 1996.



SECRETARY OF STATE
ALEXANDER S. FLORES

96 OCT - 1 AM 11:47

FILED

Edward J. Freel

Edward J. Freel, Secretary of State



2152904 8300

960234593

AUTHENTICATION:

8063909

DATE:

08-12-96