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ACCOUNT NO. : 072100000032

REFERENCE : 103416 11349A

AUTHORIZATION : *Patricia Pizutek*

COST LIMIT : \$ 122.50

ORDER DATE : September 30, 1996

ORDER TIME : 11:28 AM

ORDER NO. : 103416

CUSTOMER NO: 11349A

CUSTOMER: Josh Bennett, Esq  
Josh Bennett, Esq  
4081 Hardie Road

800001963159

Miami, FL 33133

FOREIGN FILINGS

NAME: CREDIT PLUS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT -2 PM 2:39  
96 OCT -2 PM 1:58  
RECEIVED  
DIVISION OF CORPORATION

**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. **CREDIT PLUS, 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. **65-0662408**  
(FEI number, if applicable)
4. **MARCH 7, 1996**  
(Date of Incorporation)
5. **Perpetual**  
(Duration: Year corp. will cease to exist or "perpetual")
6. **MARCH 7, 1996**  
(Date first transacted business in Florida. (See Sections 607.1501, 607.1502 and 817.155, F.S.))
7. **1525 N.W. 167TH STREET, SUITE 300, MIAMI, FLORIDA 33169**  
(Current mailing address)
8. **GENERAL BUSINESS PURPOSES**  
(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: **LAWRENCE M. SCHANTZ, ESQ.**  
**SCHANTZ, SCHATZMAN & AARONSON, P.A.**  
Office Address: **200 SOUTH BISCAYNE BOULEVARD, #1050**  
**MIAMI, FLORIDA 33131-2394**  
(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.

  
**LAWRENCE M. SCHANTZ**  
(Registered agent's signature)

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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: MICHAEL OVERS  
Address: 580 JARVIS STREET  
TORONTO, ONTARIO CANADA M4Y 2H9  
Vice Chairman: SYBIL AUSTIN  
Address: 580 JARVIS STREET  
TORONTO, ONTARIO CANADA M4Y 2H9  
Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: MICHAEL OVERS  
Address: 580 JARVIS STREET  
TORONTO, ONTARIO CANADA M4Y 2H9  
Vice President: SYBIL AUSTIN  
Address: 580 JARVIS STREET  
TORONTO, ONTARIO CANADA M4Y 2H9  
Secretary: MICHAEL OVERS  
Address: 580 JARVIS STREET  
TORONTO, ONTARIO CANADA M4Y 2H9  
Treasurer: SYBIL AUSTIN  
Address: 580 JARVIS STREET  
TORONTO, ONTARIO CANADA M4Y 2H9

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

13. X Sybil Austin  
SYBIL AUSTIN  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

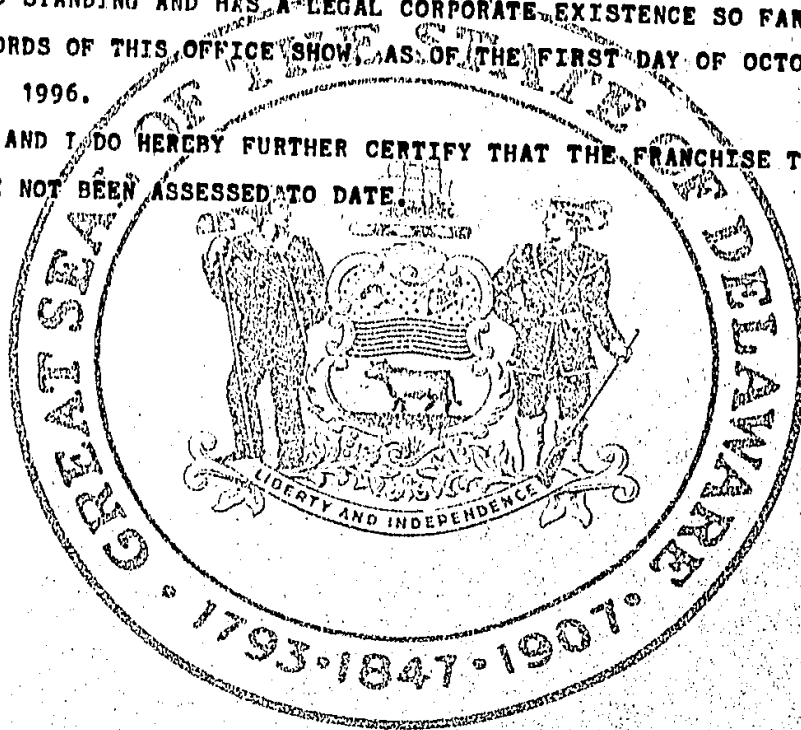
14. SYBIL AUSTIN, VICE-PRESIDENT  
(Typed or printed name and capacity of person signing application)

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 "CREDIT PLUS, 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 FIRST DAY OF OCTOBER, 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  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8127546

DATE: 10-01-96