

F96000005098



1201 HAYS STREET
MALLAHAMKE, FL 32101-4407
(407) 242-0171
(407) 242-0399 FAX

800-344-8086

ACCOUNT NO. : 072100000032

REFERENCE : 106730 4301737

AUTHORIZATION :

Patricia P. Smith

COST LIMIT : \$ 70.00

ORDER DATE : October 2, 1996

ORDER TIME : 9:34 AM

ORDER NO. : 106730

900001963949

CUSTOMER NO: 4301737

CUSTOMER: Gene Stroz, Legal Asst
Olshan, Grundman, Frome &
505 Park Avenue
16th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: GST COLLECTIBLES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

FILED
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -3 96 OCT -3 PM12:05
AM 11:00

LC
10/3

**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. GST Collectibles, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 16, 1996 5. Perpetual
(Date of incorporation) (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 617.150, F.S.)

7. c/o GST Net, Inc., 4317 N.E. Thurston Way
Vancouver, Washington 98662
(Current mailing address)

8. Telecommunications services
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: John L. Hoening
(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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DIVISION OF CORPORATIONS
96 OCT - 3 PM 12: 05

A. DIRECTORS

Chairman: John Warta
Address: 4317 N.E. Thurston Way
Vancouver, Washington 98662

Vice Chairman: Stephen Irwin
Address: c/o Olshan Grundman Frame & Rosenzweig LLP
505 Park Avenue, New York, NY 10022

Director: Clifford V. Sander
Address: 4317 N.E. Thurston Way
Vancouver, Washington 98662

Director: _____
Address: _____

B. OFFICERS

President: John Warta¹
Address: 4317 N.E. Thurston Way
Vancouver, Washington 98662

Vice President: Clifford V. Sander²
Address: 4317 N.E. Thurston Way
Vancouver, Washington 98662

Secretary: Stephen Irwin
Address: c/o Olshan Grundman Frame & Rosenzweig LLP
505 Park Avenue, New York, NY 10022

Treasurer: Clifford V. Sander²
Address: 4317 N.E. Thurston Way
Vancouver, Washington 98662

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. Stephen Irwin, Secretary
(Typed or printed name and capacity of person signing application)

- 1 Also Chief Executive Officer
2 Also Chief Financial Officer

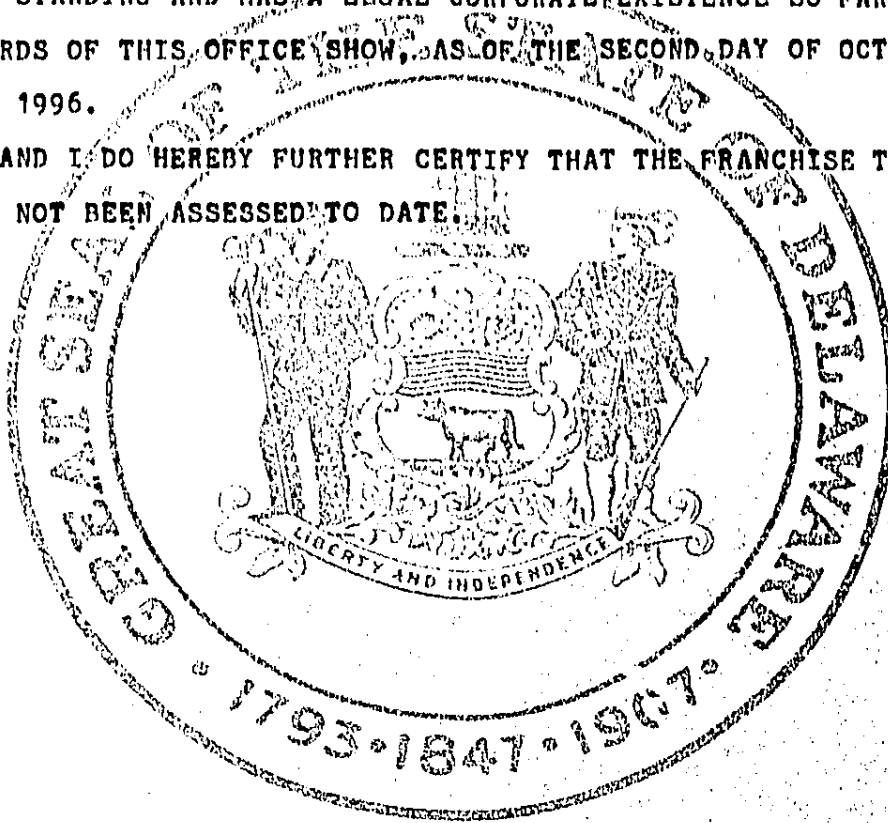
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DIVISION OF CORPORATIONS
96 OCT -3 PM 12:05

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 "GST COLLECTIBLES, 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 SECOND DAY OF OCTOBER, A.D. 1996.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -3 PM 12:05



Edward J. Freel

Edward J. Freel, Secretary of State

2644366 8300

960286332

AUTHENTICATION: 8129854

DATE: 10-02-96



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97 APR 23 AM 11:30

ACCOUNT/NUMBER OF 072100000032

DIVISION OF CORPORATIONS

REFERENCE NO. FB40229

4301737

AUTHORIZATION :

Patricia Iguite

COST LIMIT : \$ 87.50

ORDER DATE : April 22, 1997

ORDER TIME : 9:07 AM

ORDER NO. : 340229-005

300002151929--4

CUSTOMER NO: 4301737

CUSTOMER: Gene Stroz, Legal Asst
Olshan, Grundman, Frome &
505 Park Avenue
16th Floor
New York, NY 10022

97 APR 23 PM 2:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FOREIGN FILINGS

NAME: GST COLLECTIBLES, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: STEPHANIE STSCHERBAN

4/23
For Withdrawal
C.C.

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

CSF Collection, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws of)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

4317 N.E. Thurston Way

(Mailing Address)

Vancouver, Washington 98662

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Vice President

Title

Clifford V. Sander

Typed or printed name

January 29, 1997

Date