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ACCOUNT NO. : 072100000032

REFERENCE : 525076 4324740

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 10, 1997

ORDER TIME : 9:06 AM

ORDER NO. : 525076-105

CUSTOMER NO: 4324740

CUSTOMER: Lynn Hayes, Legal Asst
Christian & Barton L.l.p.
Suite 1200
909 East Main Street
Richmond, VA 23219-3095

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*****78.75 *****78.75

FOREIGN FILINGS

NAME: MONEY MANAGEMENT BY MAIL, INC.

XXXX QUALIFICATION (TYPE: NP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -5 AM 10:38

RECEIVED
98 JAN -5 AM 9:59
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

1. Money Management by Mail, Inc.

(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Virginia

(State or country under the law of which it is incorporated)

3. 54-1837741

(FEI number, if applicable)

4. 2-24-97

(Date of Incorporation)

5. Perpetual

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

6. 2-24-97

(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 4600 Gulf Freeway, Suite 500

Houston, Texas 77023-3551

(Current mailing address)

8. See Exhibit A

(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:

Corporation Service Company

(Name)

1201 Hays Street

(Office address)

Tallahassee

(City)

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.

Corporation Service Company

By:

Margaret H. Cullen

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

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

Chairman: See Exhibit B

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: See Exhibit B

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13. Terry M. Blaney
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Terry M. Blaney, President & CEO
(Typed or printed name and capacity of person signing application)

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Exhibit A

Purpose

The purpose or purposes which it proposes to pursue in conducting its affairs in Florida are: Exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it is amended from time to time or the corresponding provisions of any future United States Internal Revenue law (including any applicable regulations thereunder, the "Code"). Specifically, the Corporation is organized for the following purposes: (a) to provide debt management counseling and education services to consumers on a nonprofit basis by mail, telephone, online, electronic media or other means; (b) to provide group debt management educational services on a nonprofit basis; and (c) alone or in cooperation with other persons or organizations to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation.

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**Money Management by Mail, Inc.
Board of Directors**

Robert I. Bean

President, Bean Agency, Inc.
504 Bonhomme Forest Drive
Olivette, MO 63132-3401

Terry M. Blaney

President & CEO
CCCS of the Gulf Coast Area, Inc.
4600 Gulf Freeway, Suite 500
Houston, TX 77023

Robert E. Bryan

President
CCCS of Virginia, Inc.
4660 Laburnum Avenue
Richmond, VA 23231

Robert M. (Bob) Denny

President & CEO
CSC Credit Services
652 E. North Belt, Suite 400
Houston, TX 77060

Paul W. Jacobs, II, Esquire

Christian & Barton, L.L.P.
909 East Main Street, Suite 1200
Richmond, VA 23219

C. Philip Johnston

President CCCS-MRV
1300 Hampton Avenue
St. Louis MO 63139

Shelaghmichael C. Lents

Executive Vice-President
Texas Commerce Bank
Retail Banking Dept - 14th Floor-East
712 Main
Houston, TX 77252-8093

Dr. Sarapage McCorkle

Director, Center for Entrepreneurship
and Economic Education
University of MO-St. Louis
Arts & Sciences - Extension
8001 Natural Bridge Road
St. Louis, MO 63121

Frank A. McDonald, Jr.

Vice President & Director of Human Resources
Richmond Newspapers, Inc.
333 E. Grace St., 1st Floor
Richmond, VA 23219

Daniel H. Oelrich

Senior Vice President
Signet Bank
101 Gateway Parkway
Richmond, VA 23285-5150

Gerhard J. Petzall

Guilfoil, Petzall & Shoemake, Attorneys at Law
100 South Fourth Street, Suite 500
St. Louis, MO 63102-1821

Norman W. Porch

President, Porch Investment Partnership
1853 Shardell
St. Louis, MO 63138

Scot E. Sheldon, Esquire

Sheldon, Jordan & Dunham, L.L.P.
381 Liberty, Suite 200
Beaumont, TX 77701

Jeff D. Smith, III

President
VA Financial Services Assoc.
4900 Augusta Avenue, Suite 101
Richmond, VA 23230

R. L. (Bob) Waldrop

Senior Vice President of Communications
Houston Industries, Inc.
1111 Louisiana, 47th Floor
Houston, TX 77002

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Exhibit B

Money Management by Mail, Inc.

The names and respective addresses of the officers of the Corporation are:

NAME	ADDRESS (City and State)	OFFICE
Terry M. Blaney	4600 Gulf Freeway, Suite 500 Houston, TX 77023-3551	President and Chief Executive Officer
Robert E. Bryan	4660 Laburnum Avenue Richmond, VA 23231	Chairman of the Board
Kandee Jahns	4600 Gulf Freeway, Suite 500 Houston, TX 77023-3551	Executive Vice President—Finance and Administration
Paul W. Jacobs, II	909 East Main St., Suite 1200 Richmond, VA 23219	Secretary
Vicki Jacobson	2347 Hidden Meadow Lane Ballwin, MO 63021	Vice President--Education
Alan Olinger	4600 Gulf Freeway, Suite 500 Houston, TX 77023-3551	Vice President— Marketing and Sales

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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

MONEY MANAGEMENT BY MAIL, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is February 24, 1997.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: December 16, 1997

William J. Bridge

William J. Bridge, Clerk of the Commission