

F980000000131

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Auto Marketing Network, Inc.
(Name of corporation - must include suffix)

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Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Patricia Duvall

(Name of Person)

Auto Marketing Network, Inc.

(Firm/Company)

7700 W. Camino Real, Ste 400

(Address)

Boca Raton, FL 33433

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Patricia Duvall

(Name of Person)

at (561) 416-5701

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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**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. Auto Marketing Network, 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. 65-0310419
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/19/97 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8321 E. 61st Street
Tulsa, OK 74133
(Current mailing address)

8. all lawful puerpose
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida, 33324
(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.



(Registered agent's signature) **VICKY GOLDSTEIN**
SPECIAL ASSISTANT SECRETARY

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)

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

-see attached addendum i

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

-see attached addendum I

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. A. Glenn Yesner
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. A. Glenn Yesner, Sr. VP/CFO/Treasurer
(Typed or printed name and capacity of person signing application)

AUTO MARKETING NETWORK, INC.

Addendum I

Officers:

Patricia Magee Daly	Executive Vice President, Secretary 7700 W. Camino Real, Suite 400 Boca Raton, FL 33433
A. Glenn Yesner	Senior Vice President, Chief Financial Officer, Treasurer 7700 W. Camino Real, Suite 400 Boca Raton, FL 33433
Richard Collins	Senior Vice President, Chief Operating Officer 8321 E. 61 Street Ste 210 Tulsa, OK 74133
Paul Snider	Senior Vice President, Business Development 7700 W. Camino Real, Suite 400 Boca Raton, FL 33433
Kathy Cook	Vice President, Assistant Secretary 7700 W. Camino Real, Suite 400 Boca Raton, FL 33433
Teresa Adams	Vice President 8321 E. 61 Street Ste 210 Tulsa, OK 74133
Neil Corn	Vice President 8321 E. 61 Street Ste 210 Tulsa, OK 74133
Mike Patterson	Vice President 7700 W. Camino Real, Suite 400 Boca Raton, FL 33433
Mike Trujillo	Vice President 8321 E. 61 Street Ste 210 Tulsa, OK 74133
Robert Spitler	Vice President 7700 W. Camino Real, Suite 400 Boca Raton, FL 33433
Stephen D. Saks	Vice President 8321 E. 61 Street Ste 210 Tulsa, OK 74133

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William J. Stahl

Vice President
8321 E. 61 Street Ste 210
Tulsa, OK 74133

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AUTO MARKETING NETWORK, INC.

Directors:

Patricia Magee Daly Auto Marketing Network, Inc.
7700 W. Camino Real, Suite 400
Boca Raton, FL 33433

H. Wayne Snavely Imperial Credit Industries, Inc.
23550 Hawthorne Boulevard
Building I, Suite 110
Torrance, CA 90505

Irwin Gubman Imperial Credit Industries, Inc.
23550 Hawthorne Boulevard
Building I, Suite 240
Torrance, CA 90505

Kevin Villani Imperial Credit Industries, Inc.
23550 Hawthorne Boulevard
Building I, Suite 110
Torrance, CA 90505

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUTO MARKETING NETWORK, 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 SIXTEENTH DAY OF DECEMBER, A.D. 1997.

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

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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12-16-97