



ACCOUNT NO. : 072100000032

REFERENCE : 664067 4302355

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : January 9, 1998

ORDER TIME : 9:15 AM

ORDER NO. : 664067-015

CUSTOMER NO: 4302355

500002404555--6

CUSTOMER: Mr. Ralph D. Mosley, Jr.
Tenzer Greenblatt, L.l.p.
15th Floor
405 Lexington Avenue
New York, NY 10174

FOREIGN FILINGS

NAME: PREMIUM FINANCE CORPORATION
OF AMERICA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 PM 12:50

mtm
1/20

RECEIVED
98 JAN 20 AM 10:52
DIVISION OF CORPORATIONS

**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. PREMIUM FINANCE CORPORATION OF AMERICA

(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. New York

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

3. 13-3977815

(FEI number, if applicable)

4. 10/31/97

(Date of Incorporation)

5. Perpetual

(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 817.155, F.S.)

7. 111 John Street, Suite 1900

New York, NY 10038

(Current mailing address)

8. Financing of receivables

(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

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.

Zulma M. Howarth, Asst. V. P.
(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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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: Kim Marks Fiertz

Address: 111 John Street, Suite 1900

New York, NY 10038

Vice Chairman: Michael S. Rubin

Address: 111 John Street, Suite 1900

New York, NY 10038

Director: Paul M. Grassi

Address: 111 John Street, Suite 1900

New York, NY 10038

Director: _____

Address: _____

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

President: Kim Marks Fiertz

Address: 111 John Street, Suite 1900

New York, NY 10038

Vice President: Michael S. Rubin

Address: 111 John Street, Suite 1900

New York, NY 10038

Secretary: Paul M. Grassi

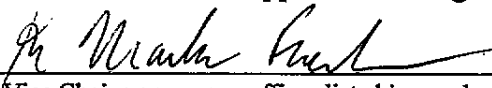
Address: 111 John Street, Suite 1900

New York, NY 10038

Treasurer: Paul M. Grassi

Address: 111 John Street, Suite 1900, New York, NY 10038

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. Kim Marks Fiertz, President

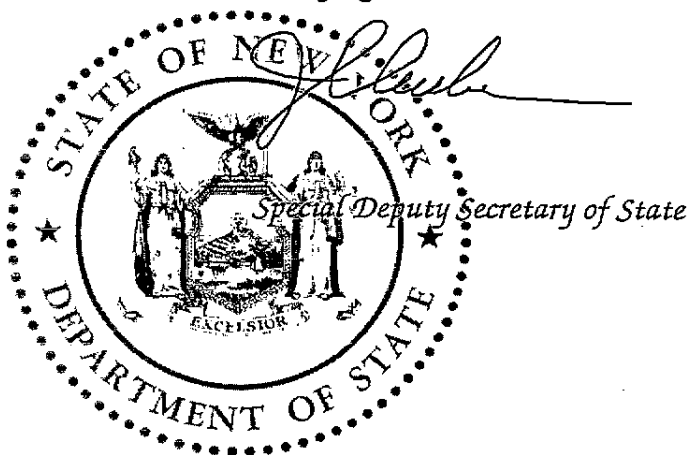
(Typed or printed name and capacity of person signing application)

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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of PREMIUM FINANCE CORPORATION OF AMERICA was filed on 10/31/1997, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 15th day of January
one thousand nine hundred and
ninety-eight.



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