

F98000000345

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

700002395997--9
-01/09/98--01097--002
*****70.00 *****70.00

SUBJECT: ASSOCIATED FINANCIAL SERVICES, INC.

(Name of corporation - must include suffix)

700002395997--9
-01/09/98--01097--003
*****8.75 *****8.75

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:

SHELDON GOLDING, ESQ.

(Name of Person)

SHELDON GOLDING, P.A.

(Firm/Company)

800 Southeast 3rd Avenue, Suite # 300

(Address)

Fort Lauderdale, Florida 33316

(City/State/Zip)

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DIVISION OF CORPORATIONS

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

ALAN S. TIFFORD

(Name of Person)

at (954-763-2122

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 12, 1998

SHELDON GOLDING, ESQ.
SHELDON GOLDING, P.A.
800 S.E. 3RD AVENUE, STE #300
FORT LAUDERDALE, FL 33316

SUBJECT: ASSOCIATED FINANCIAL SERVICES, INC.
Ref. Number: W98000000640

We have received your document for ASSOCIATED FINANCIAL SERVICES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 898A00001559

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

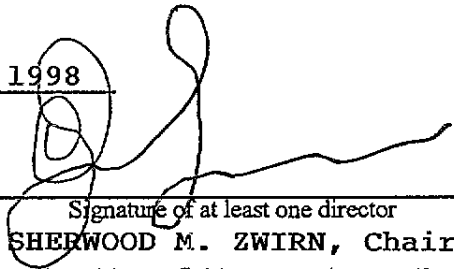
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned SHERWOOD M. ZWIRN, do hereby certify
that this Resolution of the Board of Directors of ASSOCIATES FINANCIAL SERVICES, INC.

a corporation duly organized and existing under the laws of the State of Illinois,
was duly adopted on January 15,, 19 98.

Resolved, that ASSOCIATED FINANCIAL SERVICES, INC., organized
and existing in the State of Illinois, hereby adopts the
name ASSOCIATED FINANCIAL SERVICES, INC. OF ILLINOIS
for use in Florida.

Dated: January 15, 1998



Signature of at least one director
SHERWOOD M. ZWIRN, Chairman/Pres.

INHS19(3/95)

**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. ASSOCIATED FINANCIAL SERVICES, 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. ILLINOIS

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

3. 36-3353104

(FEI number, if applicable)

4. December 20, 1984

(Date of Incorporation)

5. Perpetual

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

6. February 1, 1998

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 910 Skokie Blvd., Suite # 114

Northbrook, Ill. 60062-4032

(Current mailing address)

8. financial services, originating secured & unsecured loans

(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: SHELDON GOLDING, ESQ.

Office Address: 800 SE 3rd Ave. Ste # 300

Fort Lauderdale

Florida, 33316
(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)

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: SHERWOOD M. ZWIRN

Address: 910 Skokie Blvd. Ste # 114
Northbrook, Ill. 60062

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SHERWOOD M. ZWIRN

Address: 910 Skokie Blvd. Ste # 114
Northbrook, Ill. 60062

Vice President: GAIL M. SELTZER

Address: 910 Skokie Blvd. Ste #114
Northbrook, Ill. 60062

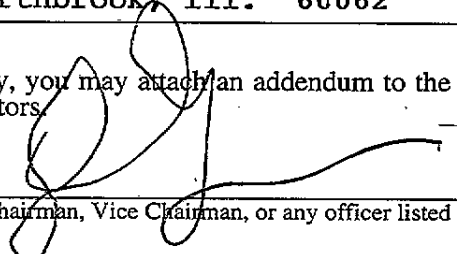
Secretary: JUDITH C. ZWIRN

Address: 910 Skokie Blvd. Ste # 114
Northbrook, Ill. 60062

Treasurer: GAIL M. SELTZER

Address: 910 Skokie Blvd. Ste # 114
Northbrook, Ill. 60062

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. SHERWOOD M. ZWIRN / Chairman/Pres.
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

File Number 5368-575-7



To all to whom these Presents Shall Come, Greeting,

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that ASSOCIATED FINANCIAL SERVICES INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 20, 1984, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this 16TH
day of DECEMBER *A.D., 19* 97

George H Ryan
SECRETARY OF STATE