



Beneficial Management
Corporation of America
200 Beneficial Center
Peapack, New Jersey 07977

Direct Dial Number.

(908) 781-3305

February 21, 1998

F9800000/299

W98 - 4455

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32301

200002442582--7
-02/27/98--01057--006
*****78.75 *****78.75

Re: Beneficial Telemarketing Systems Inc.

Dear Sir:

Enclosed on behalf of an affiliated corporation, Beneficial Georgia Inc., please find the following:

1. An Application for Certification of Authority
2. A Check in the amount of \$78.50 in payment of fees.
\$35.00 filing fee, \$35.00 Registered Agent Designation and
\$8.75 Certificate of Status.
3. A Delaware Certificate of Good Standing

Please direct any correspondence relating to this matter or evidence of such filing to my attention at the address shown above.

Your attention to this matter is sincerely appreciated.

Very truly yours,

Judith A. Bonnesen
Judith A. Bonnesen
Assistant Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 AM 10:06

903/9

JAB:mwm
Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 27, 1998

JUDITH A. BONNESEN
BENEFICIAL MANAGEMENT CORPORATION OF AME
200 BENEFICIAL CENTER
PEAPACK, NJ 07977

SUBJECT: BENEFICIAL TELEMARKETING SYTEMS INC.
Ref. Number: W98000004455

We have received your document for BENEFICIAL TELEMARKETING SYTEMS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 498A00011189

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DIVISION OF CORPORATIONS
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. BENEFICIAL TELEMARKETING 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. DELAWARE

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

3. 52-2051410

(FEI number, if applicable)

4. JULY 18, 1997

(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. BENEFICIAL TELEMARKETING SERVICES INC.

301 NORTH WALNUT STREET
WILMINGTON, DE 19801

(Current mailing address)

GENERAL TELEMARKETING SERVICES AND SUCH OTHER RELATED SERVICES OR

8. ACTIVITIES FOR WHICH CORPORATION MAY DEEM NECESSARY FOR THE CONDUCT OF SUCH BUSINESS.

(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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Eileen M. Horan

(Registered agent's signature) (Officer)

Eileen M. Horan, Asst. Secy.

(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: SEE ATTACHED LIST

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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DIVISION OF CORPORATIONS

B. OFFICERS

President:

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. Janice L. Lewis
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JANICE L. LEWIS, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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BENEFICIAL TELEMARKETING SYSTEMS INC.
OFFICERS & DIRECTORS

<u>Name and Title</u>	<u>Home Address</u>	<u>Business Address</u>
Ross N. Longfield President	12 St. Johns Drive Far Hills, NJ	200 Beneficial Center Peapack, NJ 07977
Thomas J. Harmon Exec. Vice President	2535 Justin Lane Wilmington, DE 19810	301 N. Walnut Street Peapack, NJ 07977
Richard C. Klesse Exec. Vice President	10 Oakhill Rd. Neshanic Station, NJ 08853	200 Beneficial Center Peapack, NJ 07977
Jeffrey Kucharski Vice President	420 Aston Lane New Castle, DE 19720	301 N. Walnut Street Peapack, NJ 07977
Elizabeth A. Dawson Vice President & Treasurer	6 Van Dyke Drive Van Dyke Village New Castle, DE 19720	One Christina Centre 301 N. Walnut Street Wilmington, DE 19801
Janice L. Lewis Vice President & Secretary	810 E. Basin Rd. New Castle, DE 19720	One Christina Centre 301 N. Walnut Street Wilmington, DE 19801
Jacquelyn B. Smith Asst. Secretary & Asst. Treasurer	926 Longview Court Wilmington, DE 19810	One Christina Centre 301 N. Walnut Street Wilmington, DE 19801
Sharon E. Boyette Asst. Secretary	2 Duquesne Court New Castle, DE 19720	One Christina Centre 301 N. Walnut Street Wilmington, DE 19801
Neal Stiles Asst. Treasurer	8 Elmer Street Raritan, NJ 08869	300 Beneficial Center Peapack, NJ 07977
Betty J. Platt Asst. Secretary & Asst. Treasurer	127 Omaha Avenue Rockaway, NJ	300 Beneficial Center Peapack, NJ 07977

Directors

Ross N. Longfield
Elizabeth A. Dawson
Thomas J. Harmon
Jeffrey Kucharski
Richard C. Klesse
Janice L. Lewis

100% of the stock of Beneficial Telemarketing Systems Inc. is own by
Beneficial Corporation, One Christina Centre, 301 N. Walnut Street,
Wilmington, DE 19801

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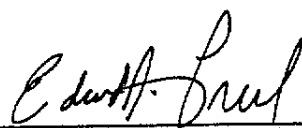
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BENEFICIAL TELEMARKETING SERVICES 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 THIRTEENTH DAY OF FEBRUARY, A.D. 1998.

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Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE: 8919903

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02-13-98