THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 07210000032

REFERENCE

: 743467

115539A

AUTHORIZATION

COST LIMIT

\$ 131.25

ORDER DATE: March 17, 1998

ORDER TIME : 10:18 AM

ORDER NO. : 743467-005

CUSTOMER NO:

115539A

CUSTOMER: Alex Rotbart, Esq

Rotbart & Deutsch, P.a.

Suite 201

21845 Power Line Road Boca Raton, FL 33433

000002459260--2

FOREIGN FILINGS

NAME:

ADM - AMERICAN DEBT

MANAGEMENT SERVICES, INC.

XXXX_ QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

DIVISION OF CORPORATION

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

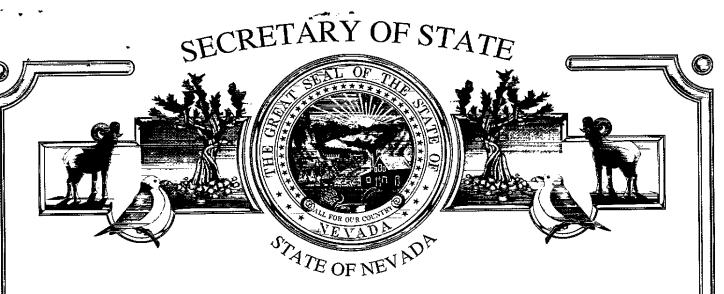
IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

2.	Nevada (State or country under the law of which	365-07781	47 umber, if applicable)	
	it is incorporated)	,		
4.	August 12, 1997	5. Perpetual		rist on
	(Date of Incorporation)	"perpetual")	corp. will cease to ex	KISL OX
6.	March 2, 1998	: 45		
	(Date corporation first conducted Affairs in Flor See sections 617.1501, 617.1502, and 817.155,	f.S.)	•	SECRETARY OF STATISH
7.	3145 South Federal Highway			
	Delray Beach, Florida 33483 (Current mailing add	ress)	·	AN II
	(Ouron numas usu	,		វីទើរនេ : 28
8.	Charitable	assute to be gorded	out in the state of Ele	veida)
	(Purpose(s) of corporation authorized in home state or	connity to be carried	Out III ule state of Th) iluaj
	Name and street address of Florida register	red agent:		
		red agent:	-	
	Alex B. Rotbart	red agent:	-	
	Alex B. Rotbart (Na 21845 Powerline Road - Suite	me) 201	-	
	Alex B. Rotbart (Na 21845 Powerline Road - Suite	me) 201 address)	33433	
	Alex B. Rotbart (Na 21845 Powerline Road - Suite (Office	me) 201	33433 (Zip Code)	

(Registered agent's signature)

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) Address: Vice Chairman: Address: Director: Address:__ Director: Address: B. OFFICERS (Street address only- P. O. Box NOT acceptable) President: Ronald J. March Address: 7750 NE 8th Court, Boca Raton, FL 33487 Alison B. March Vice President: 7750 NE 8th Court, Boca Raton, FL 33487 Address: NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) Alison B. March - Vice President/Secretary (Typed or printed name and capacity of person signing application)

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



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to dings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, ADM - AMERICAN DEBT MANAGEMENT SERVICES, INC., as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 12, 1997, and is in good standing in this state.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on March 16, 1998.

Secretary of State

Certification Clerk