

F98000001847
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: The Credit Store, Inc.

(Name of corporation - must include suffix)

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:

Wayne L. Fanebust

(Name of Person)

300002467953--8

-03/25/98--01050--006
*****78.75 *****78.75

The Credit Store, Inc.

(Firm/Company)

3401 N. Louise Avenue

(Address)

Sioux Falls, SD 57107

(City/State/Zip)

W98-6637

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 3:04

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

Wayne L. Fanebust

Wayne L. Fanebust

(Name of Person)

at (605) 338-5530 ext. 4120

(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



The Credit Store®

TCS Services, Inc.*
3401 N. Louise Avenue
Sioux Falls, South Dakota 57107
605-338-5530

**an affiliate of Credit Store, Inc.*

March 24, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 3:04

VIA FEDERAL EXPRESS

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

To Whom It May Concern:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida, together with a Certificate of Good Standing issued by the Delaware Secretary of State and our check in the amount of 478.75.

If you have any questions, please feel free to contact me.

Sincerely,

Wayne L. Fanebust

WLF/la
Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 25, 1998

WAYNE L. FANEBUST
THE CREDIT STORE, INC.
3401 N. LOUISE AVE.
SIOUX FALLS, SD 57107

SUBJECT: THE CREDIT STORE, INC.
Ref. Number: W98000006637

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 3:04

We have received your document for THE CREDIT STORE, 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:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2315.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 598A00015996



The Credit Store®

TCS Services, Inc.*
3401 N. Louise Avenue
Sioux Falls, South Dakota 57107
605-338-5530

*an affiliate of Credit Store, Inc.

March 30, 1998

VIA FEDERAL EXPRESS

Jennifer Sindt, Document Examiner
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 3:04

Dear Ms. Sindt:

Pursuant to your letter dated March 25, 1998, a copy of which is enclosed, I have enclosed an Affidavit of Correction with reference to the date The Credit Store, Inc. first transacted business in Florida.

If you have any questions, please feel free to contact me.

Sincerely,

Wayne L. Fanebust
Wayne L. Fanebust

WLF/la
Enclosures

AFFIDAVIT of CORRECTION

Wayne L. Fanebust, being first duly sworn, deposes and says as follows:

I am the corporate counsel and Assistant Secretary for The Credit Store, Inc.

I prepared and executed an Application by a Foreign Corporation for Authorization to Transact Business in Florida. Said Application was prepared for and on behalf of The Credit Store, Inc., a Delaware corporation, and was sent to the Florida Division of Corporations, Tallahassee, Florida, by Federal Express.

The Application contained an error in that the response to Question number 6 states that The Credit Store, Inc., first transacted business in Florida in October of 1996.

This response is in error in that all business conducted by The Credit Store, Inc., in the state of Florida has been and is by interstate commerce only. Therefore the correct answer to Question number 6 should read: "upon qualification."

This Affidavit of Correction is based on Florida Statutes, section 607.1501(2)(i).

The foregoing is true and correct and within my personal knowledge, and if called as witness, I could competently testify thereto.

This affidavit is executed this 30th day of March, 1998

Wayne L. Fanebust
Signature of Affiant

Wayne L. Fanebust
Printed Name

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 3:04

The foregoing affidavit was sworn and subscribed before me this 30th day of March, 1998

[Signature]
Notary Public

My commission expires on:

2-14-2005

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. The Credit Store, 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. 91-1797884
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 25, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. October 1996
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3401 N. Louise Avenue
Sioux Falls, SD 57107
(Current mailing address)
8. Purchase debt; market credit cards; service credit cards
(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: CT Corporation System
c/o CT 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.

PETER F. SOUZA
ASSISTANT SECRETARY

(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.

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: Jay L. Botchman

Address: 565 Taxter Road, 3rd Floor, Elmsford, NY 10523

Vice Chairman: Martin J. Burke

Address: 3401 N. Louise Avenue, Sioux Falls, SD 57107

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Kevin T. Riordan

Address: 3401 N. Louise Avenue, Sioux Falls, SD 57107

Vice President: Richard S. Angel

Address: 3401 N. Louise Avenue, Sioux Falls, SD 57107

Secretary: Richard S. Angel

Address: 3401 N. Louise Avenue, Sioux Falls, SD 57107

Treasurer: Michael J. Philippe

Address: 3401 N. Louise Avenue, Sioux Falls, SD 57107

Assistant Secretary: Wayne L. Fanebust, 3401 N. Louise Ave., Sioux Falls, SD

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

57107

13. Wayne L. Fanebust
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Wayne L. Fanebust, Assistant Secretary

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 3:04

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE CREDIT STORE, 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 TWENTIETH DAY OF MARCH, A.D. 1998. - - -

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE. - - -

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 PM 3:04



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

Edward J. Freel, Secretary of State

AUTHENTICATION:

2501572 8300

DATE:

8982142

981106914

03-20-98