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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(850) 922-4000

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-5111

NAME: NETWORK CREDIT CORPORATION

AUDIT NUMBER.....H98000006897

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 4

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. NETWORK CREDIT CORPORATION
(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. 11-3411194
(FEI number, if applicable)
4. 12/18/97
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing This Certificate
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 368 Veteran's Memorial Hwy.
Commack, NY 11725
(Current mailing address)
8. ~~to engage in any and all legal activities associated with the business of vehicle leasing~~
(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: BlumbergExcelisior Corporate Services, Inc.
Office Address: 4435 Old Winter Garden Rd.
Orlando, Florida, 32802
(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.



(Registered agent's signature) (Officer)

Marc Moel, Assistant Secretary

(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: Peter A. Ferrara

Address: 368 Veteran's Memorial Hwy
Commack, NY 11725

Vice Chairman: _____

Address: _____

Director: Peter A. Ferrara

Address: 368 Veteran's Memorial Hwy.
Commack, NY 11725

Director: _____

Address: _____

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B. OFFICERS

President: Peter A. Ferrara

Address: 368 Veteran's Memorial Hwy.
Commack, NY 11725

Vice President: Peter A. Ferrara

Address: 368 Veteran's Memorial Hwy.
Commack, NY 11725

Secretary: Peter A. Ferrara

Address: 368 Veteran's Memorial Hwy.
Commack, NY 11725

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Treasurer: Peter A. Ferrara

Address: 368 Veteran's Memorial Hwy.

Commack, NY 11725

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

13. *Peter A. Ferrara*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peter A. Ferrara, President
(Typed or printed name and capacity of person signing application)

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Blumberg Excelsior
62 White St
NY, NY 10013
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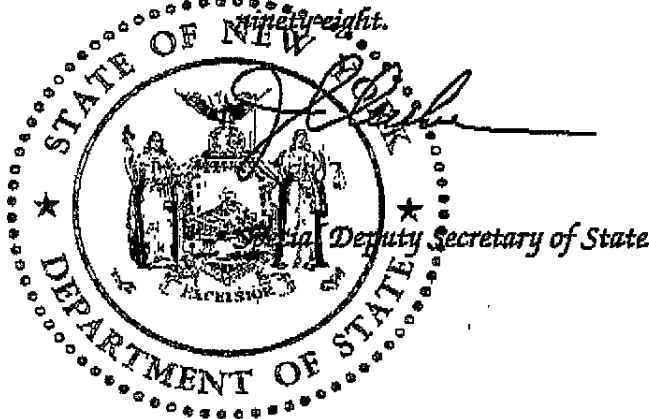
State of New York
Department of State } **ss:**

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I hereby certify, that the certificate of incorporation of NETWORK CREDIT CORPORATION was filed on 12/18/1997, 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.

I further certify, that no other certificates have been filed by such corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 06th day of February
one thousand nine hundred and
ninety-eight.*



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