

#980000002403

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Exterra Credit Recovery Inc.
(Name of corporation - must include suffix)

100002502481--0

-04/28/98--01044--003

*****70.00 *****70.00

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:

Benee Johnson
(Name of Person)

Exterra Credit Recovery Inc
(Firm/Company)

365 Lennon Ln Ste 200
(Address)

Walnut Creek, CA 94598
(City/State/Zip)

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

Terri Goins at (925) 846-0767
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 28 AM 11:49

FILED

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

**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. ExTerra Credit Recovery, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3.12.98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Waiting for license approval.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 365 Lennon Ln Ste 200
Walnut Creek, CA 94598
(Current mailing address)

8. Debt Collection and Consumer lending
(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

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

FILED
98 APR 28 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

ⓧ _____ see attached
(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)

Please see attached.

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
98 APR 28 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Please see attached.

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. _____

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

14. Suzanne Sheuerman CEO & President

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

ExTerra Credit Recovery, Inc.
Florida Application for Certificate of Authority
Officer Information

Name and Address

Biglin, Brian
1466 Indianhead Circle
Clayton, CA 94517

SVP & Chief Credit Officer

Daniels, Jeannie L
3201 Gough St #305
San Francisco, CA 94123

Senior Vice President

Eichler, Mark J
10936 NW Zermatt Ct.
Portland, OR 97229

Executive Vice President

Price, Barbara A
864 Las Trampas Rd
Lafayette, CA 94549

EVP & Chief Marketing Officer

Rhoades, Scott J
30 Queensbrook Place
Orinda, CA 94549

EVP, Chief Financial Officer & Secretary

Sheuerman, Suzanne
607 Burton Drive
Lafayette, CA 94549

President and Chief Executive Officer

White, Bruce Sr
83 Wildcat Way
Clayton, CA 94517

EVP & Chief Operations Officer

FILED
98 APR 28 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ExTerra Credit Recovery, Inc.
Director Information

Name & Addresses

Donald C. Clark Director and Chairman of the Board
1 South Wacker Dr Ste 1495
Chicago, IL 60606

H William Jesse, Jr Director
222 Sutter St 8th Floor
San Francisco, CA 94108

Laura S. Scher Director
701 Montgomery St 4th floor
San Francisco, CA 94111

Gerald L. Klarsfeld Director
9025 Chevrolet Dr #G
Elliot City, MD 21042

FILED
98 APR 28 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. ExTerra Credit Recovery, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3-12-98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Waiting for license approval.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 365 Lennon Ln Ste 200
Walnut Creek, CA 94598
(Current mailing address)

8. Debt Collection and Consumer lending
(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

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

FILED
98 APR 28 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

② [Signature]
(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.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXTERRA CREDIT RECOVERY, 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 THIRD DAY OF APRIL, A.D. 1998.

FILED

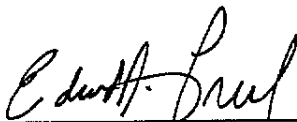
98 APR 28 AM 11:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



2870822 8300

981124012


Edward J. Freel, Secretary of State
9010310

AUTHENTICATION: 04-03-98

DATE: