



THE UNITED STATES CORPORATION COMPANY

F98000002571

ACCOUNT NO. : 072100000032
REFERENCE : 806615 4384793
AUTHORIZATION : Patricia Pyzdek
COST LIMIT : \$ 70.00

ORDER DATE : May 5, 1998
ORDER TIME : 9:43 AM
ORDER NO. : 806615-075
CUSTOMER NO: 4384793

CUSTOMER: Ms. Mary Lisansky
Pepper Hamilton & Scheetz
Suite 1600
1201 Market Street
Wilmington, DE 19801

700002513177--5

FOREIGN FILINGS

NAME: CF ACCEPTANCE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

905/6
98 MAY -6 AM 11:21
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
98 MAY -6 AM 10:41
DIVISION OF CORPORATION

**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. CF Acceptance, 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. 06-1501426
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. Dec. 9, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon approval.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 537 Steamboat Road, Suite 203
Greenwich, CT 06830
(Current mailing address)

8. Financing of recreational vehicles and taking assignment of same.
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.
Corporation Service Company
By: Carol K. DeLoe
(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.

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28 MAY - 6 AM 11:21

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) SEE ATTACHED EXHIBIT "A"

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable) SEE ATTACHED EXHIBIT "A"

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

See attached

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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. GREGORY OLINYK _____

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

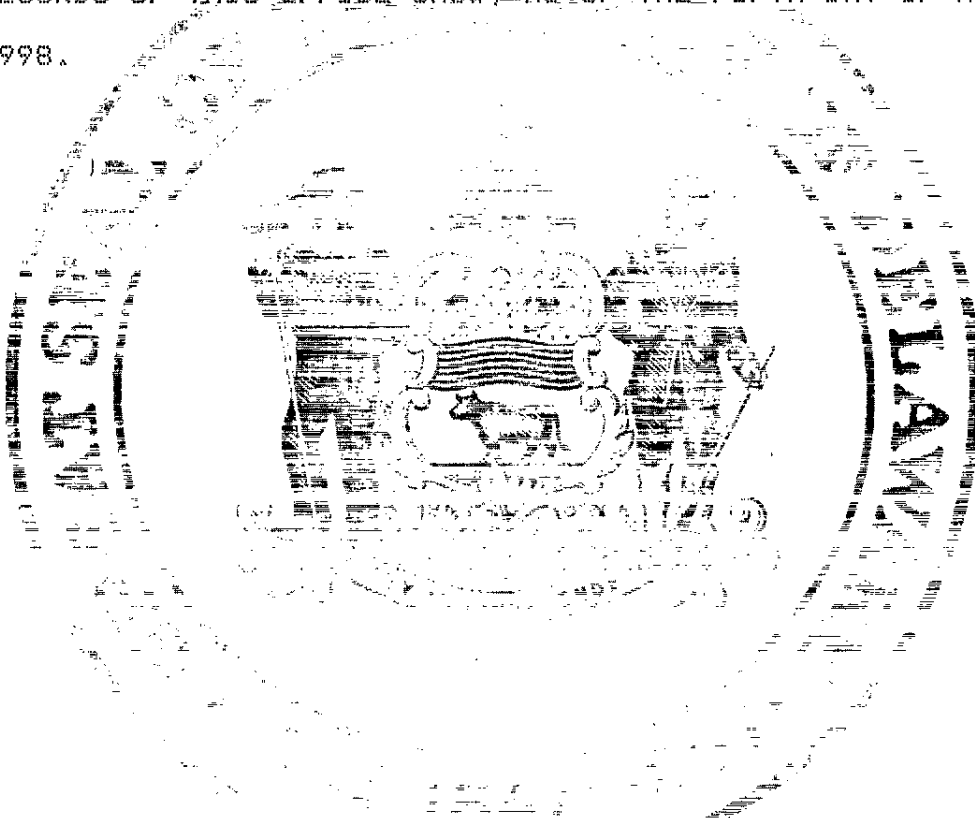
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C F ACCEPTANCE, INC.
 OFFICERS / DIRECTORS LIST

Name, Address & Telephone Number	Title, Business Address & Telephone Number	Date of Birth	Social Security #	% of Shares Owned
Harvey Silverman 750 Park Avenue New York, New York	Chairman of the Board 537 Steamboat Road Suite # 203 Greenwich, CT 06830 203 552-9201	Jan. 18, 1941	101-32-5259	4.70%
Michael J. Sexton, Esq. 725 Aldrin Avenue Lansdale, PA 19446	Chief Executive Officer 537 Steamboat Road Suite #203 Greenwich, CT 06830 203 552-9201	Aug. 19, 1943	485-48-2435	1.20%
Gregory Olinyk 265 Briscoe Road New Canaan, CT 06840	Director / President / COO 537 Steamboat Road Suite # 203 Greenwich, CT 06830 203 552-9201	Dec. 06, 1946	102-72-8650	1.20%
Edwin G. McKeever 51 Horton Lane New Canaan, CT 06840	Chief Financial Officer 537 Steamboat Road Suite #203 Greenwich, CT 06830 203 552-9201	Feb. 08, 1939	068-30-6352	0.50%
William J.R. Bahls 1005 Shepard Drive Blue Bell, PA 19422	Vice President / Opert.Mgr. 537 Steamboat Road Suite #203 Greenwich, CT 06830 203 552-9201	Sept. 28, 1945	161-36-8934	0.50%
John G. Lynch 248 County Road West Rte. 537 Colts Neck, NJ 07722	Credit Manager 537 Steamboat Road Suite #203 Greenwich, CT 06830 203 552-9201	June 2, 1939	151-30-9396	0.30%
Sheryl J. King 1522 Fox Glen Drive Hartsdale, NY 10530	Senior Auditor 537 Steamboat Road Suite #203 Greenwich, CT 06830 203 552-9201	Feb. 24, 1966	122-50-3657	0.10%

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CF ACCEPTANCE, 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 FIFTH DAY OF MAY, A.D. 1998.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 AM 11:21

Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION:

9063443

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DATE:

05-05-98