

F98000003650

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Credit Management, Inc.
(Name of corporation - must include suffix)

700002567877--5

Dear Sir or Madam:

-06/22/98--01073--005

****131.25 ****131.25

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:

Elaine Johnson
(Name of Person)

Credit Management, Inc.
(Firm/Company)

4200 International Parkway
(Address)

Carrollton, TX 75007
(City/State/Zip)

W98-14430

36/26

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98 JUN 22 AM 9:54

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

Elaine Johnson at (972) 862-4214
(Name of Person) (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



4200 International Parkway • Carrollton, TX 75007
(972) 862-4200
(800) 377-7713

Previously qualified
as a New York corporation
Doc # F94 000002529.

June 15, 1998

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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Re: Application for Certificate of Authority for Credit Management, Inc. – Nevada
Certificate of Withdrawal for Credit Management, Inc. – New York

Dear Sir or Madam:

I am enclosing the documents listed above as a result of the reincorporating in Nevada of a New York Corporation also named Credit Management, Inc. The New York Corporation is presently qualified to do business in Florida under the name Credit Management, Inc. The New York Corporation ceased to exist as of August 13, 1997 due to its merger into the Nevada Corporation, with the Nevada Corporation surviving and continuing to do business under the name Credit Management, Inc.

Included with my application for Certificate of authority is a copy of the Articles of Merger between the New York Corporation and the Nevada Corporation to be treated as evidence of termination by the New York Corporation of its authority to do business in Florida, thus making the name Credit Management, Inc. available for use by the Nevada Corporation.

I am therefore enclosing for your examination and filing the following items in connection with the desired qualification by the Nevada Corporation to do business in the state of Florida:

- 1) Application for Certificate of Authority for the Nevada Corporation.
- 2) Certificate of Withdrawal for the New York Corporation.
- 3) Certificate of Existence with Status in Good Standing for the Nevada Corporation.
- 4) A check payable to Florida Department of State in the amount of \$131.25 for the filing fee of the Certificate of Authority for the Nevada Corporation.
- 5) A check payable to Florida Dept. of State in the amount of \$96.25 for the Certificate of Withdrawal for the New York Corporation.

Member neta



Please return a copy of the Application for Certificate of Authority with your file-mark affixed thereto me at the following address:

Credit Management, Inc.
4200 International Parkway
Carrollton, TX 75007

If you have any question regarding this matter I can be reached at (972) 862-4214. Thank you for your assistance in this matter.

Sincerely,



Elaine Johnson
Senior Staff Accountant

Encls.

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4200 International Parkway • Carrollton, TX 75007
(972) 862-4200
(800) 377-7713

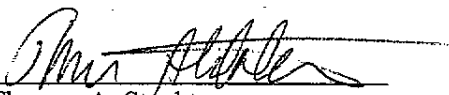
Re: Articles of Incorporation for Credit Management, Inc.

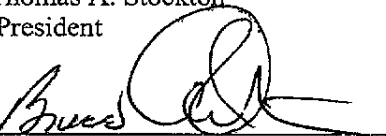
Dear Sir or Madam:

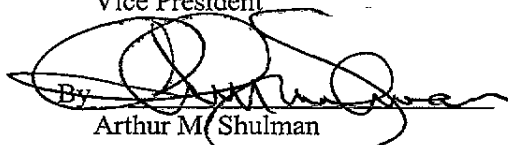
Credit Management, Inc., a New York corporation, hereby consents to the use of Credit Management, Inc., a corporation organized under the laws of the State of Nevada.

Sincerely,

Credit Management, Inc.

By 
Thomas A. Stockton
President

By 
Bruce R. Martin
Vice President

By 
Arthur M. Shulman
Secretary/Treasurer

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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. Credit Management, 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. Nevada
(State or country under the law of which it is incorporated)
3. 22-2645277-4
(FEI number, if applicable)
4. 8-13-97
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 12/19/97
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4200 International Parkway
Carrollton, TX 75007
(Current mailing address)
8. Collection Service
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

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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.

(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.

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: Thomas A. Stockton

Address: 4200 International Parkway

Carrollton, TX 75007

Vice Chairman: _____

Address: _____

Director: Arthur M. Shulman

Address: 4200 International Parkway

Carrollton, TX 75007

Director: Bruce R. Martin

Address: 4200 International Parkway

Carrollton, TX 75007

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

President: Thomas A. Stockton

Address: 4200 International Parkway

Carrollton, TX 75007

Vice President: Bruce R. Martin

Address: 4200 International Parkway

Carrollton, TX 75007

Secretary: Arthur M. Shulman

Address: 4200 International Parkway

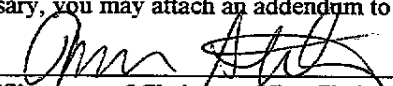
Carrollton, TX 75007

Treasurer: Arthur M. Shulman

Address: 4200 International Parkway

Carrollton, TX 75007

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

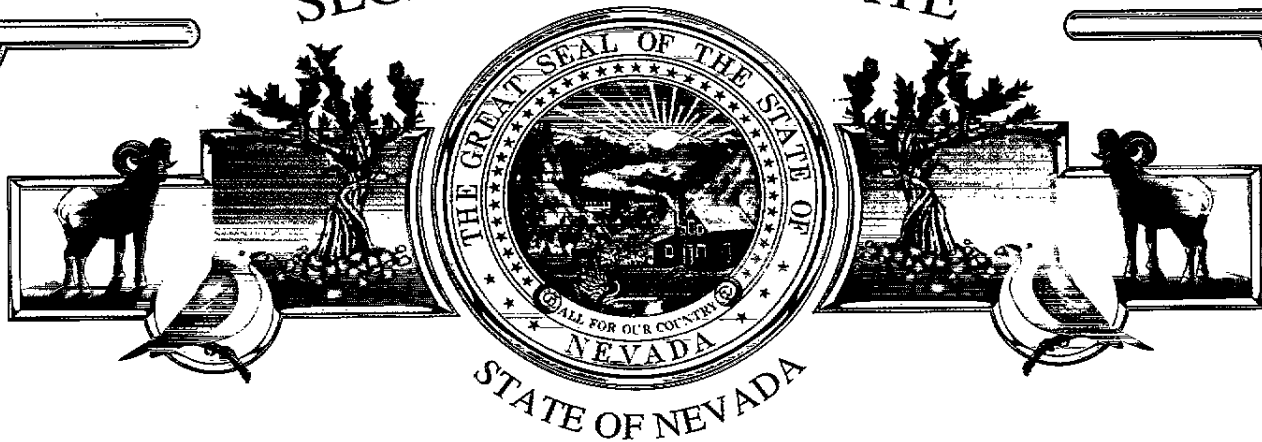
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas A. Stockton, President

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

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SECRETARY OF STATE



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 filings 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, **CREDIT MANAGEMENT, 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 13, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on May 19, 1998.



Dean Heller

Secretary of State

By

W. J. Smith

Certification Clerk

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