

F98000004923

LAW OFFICES
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A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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ROCKVILLE, MD 20852

August 28, 1998

CABLE:
FEDERAL TAX
WASHINGTON, D.C.

BY AIRBORNE EXPRESS

EXPEDITED SERVICE
REQUESTED

Department of State
Division of Corporation
409 E. Gaines St
Tallahassee, FL 32399

8000002628498--6
-08/31/98--01056--004
*****70.00 *****70.00

Re: First Performance Recovery Corp.

Dear Sir or Madam:

F98-4923

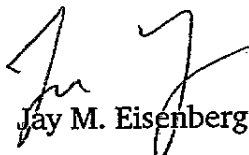
This firm represents First Performance Recovery Corp. On behalf of our client, please find enclosed the following documents:

1. Duplicate original Applications for Foreign Corporation for Authority;
2. Good Standing Certificate;
3. My firm's check in the amount of \$70 representing the filing fee.

Please process and return all documentation to me at the above address.

Should you have any questions, please do not hesitate to contact me.

Sincerely,


Jay M. Eisenberg

JME:dae
Enclosures

2R 8/31
FILED
98 AUG 31 PM 2:04
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. First Performance Recovery Corp.

(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. 65-0854325

(FEI number, if applicable)

4. July 27, 1998

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. Suite 601, 4901 NW 17th Way

Fort Lauderdale, FL 33309

(Current mailing address)

The collection of delinquent accounts, both consumer and commercial. To engage in any act or activity for which corporations may be organized.

8. (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 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: Anthony T. Johnson

(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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STATE OF FLORIDA
TALLAHASSEE

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

First Performance Recovery Corp.

List of Officers

Name: Michael L. Diamond **Title:** Pres. & Treas.
Bus. Addr.: 4901 N.W. 17th Way, Suite 601, Fort Lauderdale, FL 33309

Name: John C. Tonetti **Title:** V.P. & Sec.
Bus. Addr.: 600 Pilot Road, Suite B, Las Vegas, NV 89119

Name: Ronald Linares **Title:** Asst Sec & Treas
Bus. Addr.: 4901 N.W. 17th Way, Suite 601, Fort Lauderdale, FL 33309

List of Directors

Name: Michael L. Diamond **Term:** Jun 30, 1999
Bus. Addr.: 4901 N.W. 17th Way, Suite 601, Fort Lauderdale, FL 33309

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

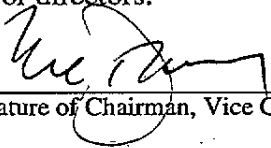
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

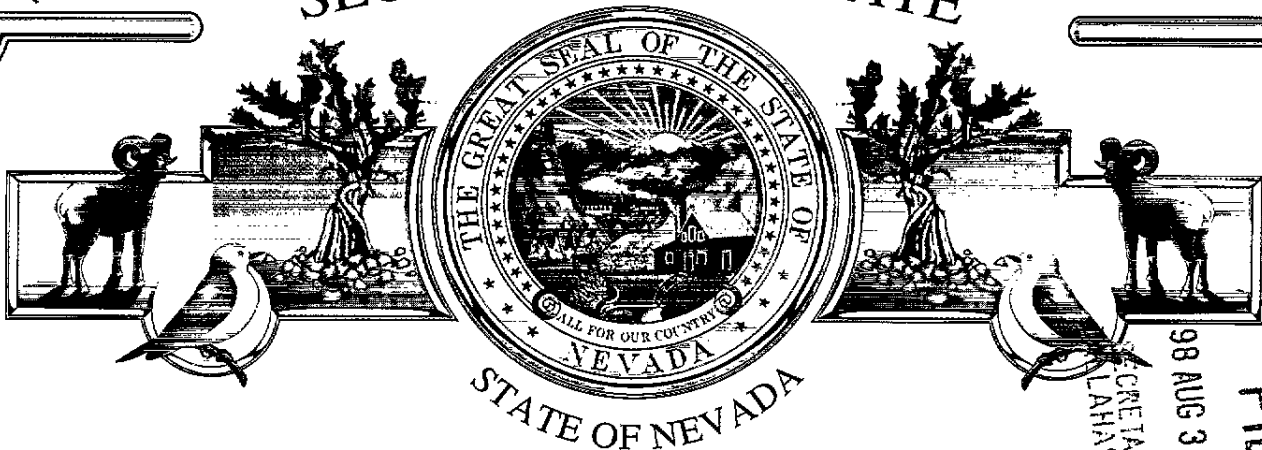
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael L. Diamond, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
98 AUG 31 PM 2:04
SECRETARY OF STATE
LAS VEGAS, NEVADA

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, **FIRST PERFORMANCE RECOVERY CORP.** 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 July 27, 1998, 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 July 27, 1998.



Dean Heller

Secretary of State

By *Denise A. Bates*

Certification Clerk