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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 370577 7189772

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.0

ORDER DATE : September 10, 1999

ORDER TIME : 9:21 AM

000002984770-4

ORDER NO. : 370577-010

CUSTOMER NO: 7189772

CUSTOMER: Ms. Adele S. Goldstein
Flagship Credit Corporation
Third Floor
One International Plaza
Philadelphia, PA 19113

FOREIGN FILINGS

NAME: AUTO REFI FINANCIAL SERVICES,
INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 13 PM 1:21

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 13 1:21 PM

W/K

9/13/99

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. AUTO REFI FINANCIAL SERVICES, 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

(State or country under the law of which it is incorporated)

3. 25-1811137

(FEI number, if applicable)

4. MAY 15, 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. ONE INTERNATIONAL PLAZA, STE# 300, PHILADELPHIA, PA 19113

(Current mailing address)

ALL LAWFUL BUSINESS A CORPORATION MAY CONDUCT

8. DIRECT 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: 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: Dylana M. White

(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: 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 C. Ritter, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
99 SEP 13 PM 1:21

E-REFI FINANCIAL SERVICES INC.

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PRINCIPAL OFFICERS:

NAME	TITLE	RESIDENCE	BUSINESS
Michael C. Ritter SS# 147-40-5223	President	77A Bullock Road Chaddsford, PA 19317	One International Plaza, 3 rd floor, Philadelphia, PA 19113
Joe Nachbin SS# 333-26-9257	Executive VP	34 W. High Ridge Road Cherry Hill, NJ 08003	Same as above

PRINCIPAL DIRECTOR:

NAME	TITLE	RESIDENCE	BUSINESS
Michael C. Ritter SS# 147-040-5223	Director	77A Bullock Road Chaddsford, PA 19317	One International Plaza, 3 rd floor, Philadelphia, PA 19113

State of Delaware
Office of the Secretary of State

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FILED STATE
SECRETARY OF CORPORATIONS
99 SEP 13 PM 1:21

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUTO REFI FINANCIAL SERVICES, 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 TENTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AUTO REFI FINANCIAL SERVICES, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2897208 8300

DATE: 9965203

991379450

09-10-99