



THE UNITED STATES
CORPORATION
COMPANY

F99000005182

RECEIVED
OFFICE OF STATE
CORPORATIONS
99 JUL 20 PM 3:15

ACCOUNT NO. : 072100000032

REFERENCE : 233370 4369608

AUTHORIZATION

Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : May 7, 1999

ORDER TIME : 11:38 AM

ORDER NO. : 233370-030

800002936608--7

CUSTOMER NO: 4369608

CUSTOMER: Ms. Tracey Ennis
American Business Credit, Inc.
111 Presidential Blvd.
Suite 102
Bala Cynwyd, PA 19004

w99-16716

FOREIGN FILINGS

NAME: ABC HOLDINGS CORPORATION

XXXX QUALIFICATION (TYPE: CO)

(8)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

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B/C 10/7/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 20, 1999

CSC
ATTN: JAMES GUY

SUBJECT: ABC HOLDINGS CORPORATION
Ref. Number: W99000016716

RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name you adopt must include a corporate suffix.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 399A00037182

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DIVISION OF CORPORATIONS
99 JUL 20 PM 3:15

RECEIVED
99 AUG 19 PM 1:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 19, 1999

JAMES GUY
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: ABC HOLDINGS CORPORATION
Ref. Number: W99000016716

RESUBMIT
Please give original
submission date as file date.

We have received your document for ABC HOLDINGS CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name ABC HOLDINGS OF PENNSYLVANIA CORP. is fine, but the document adopting the name seems to be intended for VIRGINIA. Please use our ADOPTION form or modify so that yours indicates FLORIDA.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 099A00041894

RECEIVED
99 OCT -7 AM 9:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 20 PM 3:15

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned David M. Levin, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

ABC Holdings Corporation
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Pennsylvania,


was duly adopted on March 9, _____, 19 99.

Be it resolved, that ABC Holdings of Pennsylvania Corp.
(Corporate Name)

organized and existing in the State of Pennsylvania, hereby adopts the name

_____ for use in Florida.

Dated: 9/20/99


Signature of either Chairman, Vice Chairman or any officer

Type or print name
David M. Levin, Sr. V.P.

INHS19(4/96)

**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:

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1. ABC Holdings Corporation
(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. Pennsylvania
(State or country under the law of which it is incorporated)
3. 23-2700694
(FEI number, if applicable)
4. 10/2/92
(Date of Incorporation)
5. Perpetual
(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. 111 Presidential Blvd.
Bala Cynwyd, PA 19004
(Current mailing address)
Personal and Real Property Holding
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 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: Sylvia 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. David M. Levin
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David M. Levin, Sr. Vice President
(Typed or printed name and capacity of person signing application)

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OFFICERS:

DAVID M. LEVIN, SR. V.P.

Name/Title

111 Presidential Blvd.

Bala Cynwyd, PA 19004

Address

Beverly Santilli, Secretary

Name/Title

111 Presidential Blvd.

Bala Cynwyd, PA 19004

Address

Amedeo Piccioni, Treasurer

Name/Title

111 Presidential Blvd.

Bala Cynwyd, PA 19004

Address

Name/Title

Address

Name/Title

Address

Name/Title

Address

Name/Title

Address

Name/Title

Address

Name/Title

Address

DIRECTORS:

ANTHONY SANTILLI

Name

111 Presidential Blvd.

Bala Cynwyd, PA 19004

Address

Jeff Ruben

Name

111 Presidential Blvd.

Bala Cynwyd, PA 19004

Address

Name

Address

Name

Address

Name

Address

Name

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Please Copy this page and submit additional pages if needed.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

MAY 10, 1999

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SECRETARY OF CORPORATIONS
99 JUL 20 PM 3:15

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING: -

I DO HEREBY CERTIFY THAT, -

ABC HOLDINGS CORPORATION

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim Ditzinger

Secretary of the Commonwealth

DBOH