



M01000000633

ACCOUNT NO. : 072100000032

REFERENCE : 086927 4304756

AUTHORIZATION :

Patricia Pignata

COST LIMIT : \$ 2,300

ORDER DATE : March 21, 2001

ORDER TIME : 10:56 AM

ORDER NO. : 086927-005

CUSTOMER NO: 4304756

400003892534--9

CUSTOMER: Robert Porcelli, Legal Asst
Bingham Dana LLP
150 Federal Street
Boston, MA 02110

FOREIGN FILINGS

NAME: CREDITEK LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

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DIVISION OF CORPORATIONS
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W 3/22
FILED
01 MAR 22 PM 1:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2,100
1,125
2,225
JP

CREDITEK LLC


Date: March 16, 2001

The undersigned, Fred Passno, Treasurer and Assistant Secretary of Creditek LLC, a limited liability company organized under the laws of the State of Delaware (the "Company"), does hereby certify that the following is a true and correct copy of resolutions of the Members of the Company adopted by an Unanimous Consent in Lieu of a Special Meeting of the Board of Managers on the 11th of June, 1999:

"RESOLVED: That, should the name of the Company be unavailable for use in any state or jurisdiction in which the Company wishes to qualify as a foreign limited liability company, the Company elects to conduct business under the assumed name of Creditek Delaware LLC

RESOLVED: That, should the aforementioned assumed name be unavailable in any state or jurisdiction in which the Company wishes to qualify as a foreign limited liability company, the Board of Managers of the Company may choose an alternate and similar assumed name to effect the qualification, and any such assumed name is hereby ratified and approved for use."

CREDITEK LLC

By: 
Name: Fred Passno
Title: Treasurer and Assistant Secretary

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Creditek LLC
(Name of foreign limited liability company)

2. Delaware 3. 22-3658826
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 7, 1999 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. June 11, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 7 Entin Road
Parsippany, NJ 07054
(Street address of principal office)

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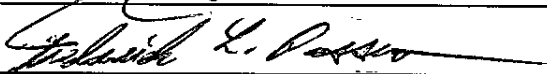
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

- Edwin Bescherer c/o Creditek LLC, 7 Entin Road, Parsippany, NJ 07054
- John M. Metzger, c/o Creditek LLC, 7 Entin Road, Parsippany, NJ 07054
- Richard N. Lander, c/o Creditek LLC, 7 Entin Road, Parsippany, NJ 07054
- Samantha Trotman, c/o Parthenon Investors, L.P. 200 State Street, Boston, MA 02109
- Ernest Jacquet, c/o Parthenon Investors, L.P. 200 State Street, Boston, MA 02109
- Anthony Brooke, c/o Parthenon Investors, L.P. 200 State Street, Boston, MA 02109

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: The provision of
accounts receivable, customer billing and collection services, and other general
business purposes.


 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
F. L. PANNINO
 Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Creditek LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Deborah D. Skipper
(Signature)

Deborah D. Skipper
Asst. Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CREDITEK LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF MARCH, A.D. 2001.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3025327 8300

AUTHENTICATION: 1036268

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DATE: 03-21-01