

Document Number Only

7798000000468

C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

300002517343--3

-05/08/98--01085--003

***285.00 ***285.00

Gulf State Credit, LLC

☐ Profit

☐ NonProfit

☒ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name	5/8/98
Availability	OK
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

JOEY

MR

5/8/98

CR2E031 (1-89)

4298005610529



98 MAY 12 PM 12
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
DIVISION OF CORPORATIONS Secretary of State

May 8, 1998

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: GULF STATE CREDIT, LLC
Ref. Number: W98000010529

Walk In
Pick up

Wine,
Please back date
98 MAY -8 PM 2:21
DIVISION OF CORPORATIONS
FILED
SECRETARY OF STATE

We have received your document for GULF STATE CREDIT, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

Please complete the affidavit. At least put the totals on it.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 698A00025649

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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:

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
MAY - 8 1998
12:21

1. GULF STATE CREDIT, LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)

2. Delaware

(Jurisdiction under the law of which foreign limited liability
company is organized)

3. Applied For

(FEI number, if applicable)

4. February 27, 1998

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist
or "perpetual")

6. Upon Qualification

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

7. 3300 Northeast Expressway, Building 1, Suite M

Atlanta, GA 30341

(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing
member [MGRM] or manager [MGR]. It is not necessary to list members.

(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Account Portfolio, Inc

MGRM

3300 N.E. Expressway

Bldg. 1, Suite M

Atlanta, GA. 30341

Filing Fee: \$ 52.50 for Application

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 21 PM 2:21

1. The name of the limited liability company is: GULF STATE CREDIT, LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(City/State/Zip)

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.

C T CORPORATION SYSTEM

(Signature)

(Date)

JENNIFER F AULTMAN
ASSISTANT SECRETARY

FILING FEE: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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DIVISION OF CORPORATIONS
98 MAY - 8 PM 2:21

The undersigned member or authorized representative of a member of GULF STATE CREDIT,
LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 24,840,604.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ _____. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 24,840,604.00. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$52.50 for Affidavit

Attachment A

GULF STATE CREDIT, L.L.C.
BALANCE SHEET
AS OF MARCH 1, 1998

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DIVISION OF CORPORATIONS
98 MAY -8 PM 2:21

ASSETS

Cash and Cash Equivalents	4,835
Loans and Accounts Receivable Purchased Without Recourse (Net)	29,595,102
Intercompany Accounts Receivable	938,426
Fixed Assets	
Less Accumulated Depreciation	
Net Fixed Assets	<u>0</u>
Other	
TOTAL ASSETS	<u>30,538,364</u>

LIABILITIES AND OWNER'S EQUITY

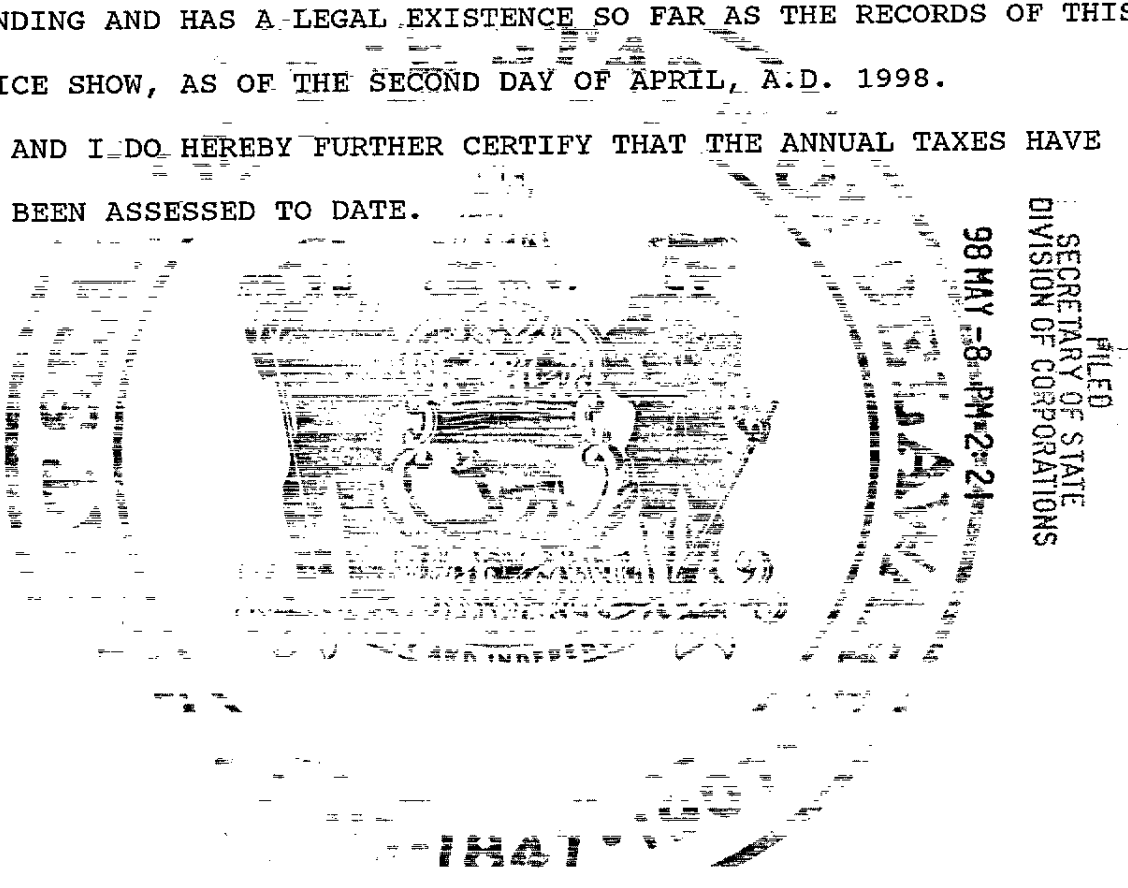
Accounts Payable and Accrued Expenses	589,218
Notes Payable - OSI	5,108,541
Owner's Equity	24,840,604
TOTAL LIABILITIES AND OWNER'S EQUITY	<u>30,538,364</u>

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GULF STATE CREDIT, L.L.C." 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 SECOND DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 2:21



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2864671 8300

981126882

9007546

04-02-98