

State of Idaho

Office of the Secretary of State

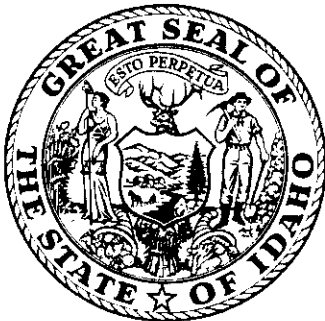
**CERTIFICATE OF AUTHORITY
OF
FRANKLIN CREDIT MANAGEMENT CORP.**

File Number C 159135

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 28 February 2005



Ben Yursa

SECRETARY OF STATE

By

[Signature]

Copy



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2005 FEB 28 PM 1:06

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is: Franklin Credit Management Corporation
- The name which it shall use in Idaho is: Same as above
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 2/24/88
- The address of its principal office is: 6 Hamism St, New York, NY 10013
- The address to which correspondence should be addressed, if different from item 5, is: _____
- The street address of its registered office in Idaho is: 300 North 6th Street, Boise, ID 83701
and its registered agent in Idaho at that address is: CT Corporate System
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Thomas J. Axon</u>	<u>Chairman</u>	<u>881 Union St, Brooklyn, NY 11211</u>
<u>Jeffrey R. Johnson</u>	<u>CEO & President</u>	<u>166 Duane St, NY, NY 10013</u>
<u>John Denne</u>	<u>Vice President</u>	<u>49 Sylvia Terrace, Middleham NJ 07748</u>
<u>Alan Joseph</u>	<u>CEO</u>	<u>279 Prospect Park W, Bklyn, NY 11215</u>
<u>Frank Evans</u>	<u>Board member</u>	<u>10118 Falls Route Dr, Great Falls, VA 22066</u>
<u>William Sullivan</u>	<u>Board member</u>	<u>66 Woodbury St, Hamilton, MA 01982</u>

* Please see attached

Dated: 2/25/05Signature: [Signature]Typed Name: John T. DevineCapacity: Vice President

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

g:\corpforms\corp
form\stapptforce\forauthority_profit.pms
Revised 07/2002

IDAHO SECRETARY OF STATE
03/01/2005 05:00
CK: 4476 CT: 186563 BH: 795779
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 CORP SUR # 3

C 154135

FRANKLIN CREDIT MANAGEMENT CORPORATION

Board of Directors

Chairman Thomas J. Axon (owns more than 52% shares)
811 Union Street
Brooklyn, NY 11211

**CEO &
President** Jeffrey R. Johnson (owns 120,000 shares)
166 Duane Street, Apt. 3C
New York, NY 10013

CFO Alan Joseph
279 Prospect Park West
Brooklyn, NY 11215

**Vice
President** John T. Devine
49 Sylvia Terrace
Middletown, NJ 07748

Secretary Joseph Caiazzo
395 East 5th Street
Brooklyn, NY 11218

Treasurer Kimberly Shaw
54 Madison Avenue
Old Bridge, NJ 08857

**Board
Members** Frank Evans (owns about 12% shares)
10718 Falls Pointe Drive
Great Falls, VA 22066

Allan Lyons (owns 37,500 shares)
5653 NW 38th Avenue
Boca Raton, FL 33496

William Sullivan (owns 34,700 shares)
66 Woodbury Street
S. Hamilton, MA 01982

Steve Lefkowitz (owns 147,500 shares)
53 7th Avenue
Brooklyn, NY 11217

Michael Bertash (owns 10,000 shares)
80 Orvilleville Drive
Bohemia, NY 11716

Dennis Geer (owns 0 shares)
13208 Slateridge Road NE
Albuquerque, NM 87111

A. Gordon Jardin (owns 0 shares)
5255 Ward Parkway
Kansas City, MO 64112

Delaware

PAGE 1

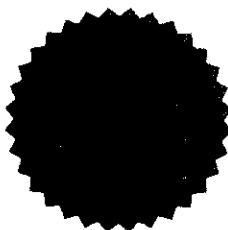
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRANKLIN CREDIT MANAGEMENT CORPORATION" 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 SEVENTEENTH DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FRANKLIN CREDIT MANAGEMENT CORPORATION" WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1988.

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.



2152904 8300

050133767

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3691944

DATE: 02-17-05