

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

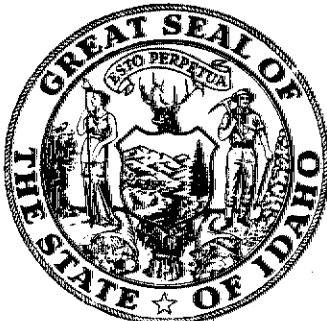
AVCO MONEY BY MAIL, INC.

File number C 121454

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AVCO MONEY BY MAIL, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to AVCO MONEY BY MAIL, INC. to transact business in this State under the name AVCO MONEY BY MAIL, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: November 7, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

L. D. [Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Avco Money By Mail, Inc.
2. The name which it shall use in Idaho is Avco Money By Mail, Inc.
- (To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is 5/22/92 and the period of its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is 3300 S. Parker Road, Aurora, CO 80014
6. The address to which correspondence should be addressed, if different than item 5, is 600 Anton Blvd., Costa Mesa, CA 92626
7. The street address of its proposed registered office in Idaho is 200 North 23rd Street, Boise, ID 83702], and the name of its proposed registered agent in Idaho at that address is Corporation Service Company
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: sales finance business

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

SECRETARY OF STATE
IDAHO SECRETARY OF STATE

11/07/1997 09:00
CK: 57930 CT: 80189 BH: 53719

1 @ 100.00 = 100.00 AUTH PRO
1 @ 20.00 = 20.00 EXPEDITE C

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
PLEASE SEE ATTACHED LIST		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: October 30, 1997

Avco Money By Mail, Inc.
(Corporation name)
By Stephen D. Brandon Its President/Vice President (please specify)
and Laila B. Soares Its Secretary/Assistant Secretary (please specify)

STATE OF California)

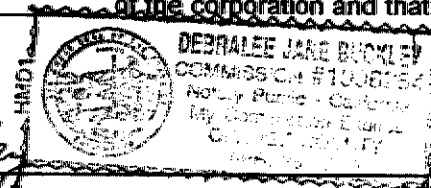
) ss:

COUNTY OF Orange)

I, Debralee Jane Buckley, a notary public, do hereby certify that on this 30th day of October, 19 97, personally appeared before me Stephen D. Brandon, who being by me first duly sworn, declared that (s)he is the Vice President of Avco Money By Mail, Inc.

that (s)he signed the foregoing documents as Vice President of the corporation and that the statements therein contained are true.

Debralee Jane Buckley
Notary Public



DIRECTORS

Stephen D. Brandon
Gary L. Fite
Herbert F. Smith

Director
Director
Director

600 Anton Blvd., Costa Mesa, CA 92626
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600 Anton Blvd., Costa Mesa, CA 92626

OFFICERS

Eugene R. Schutt, Jr.
Ronald Bukow

President (eff. 11/1/97)
Executive Vice President and
Treasurer

600 Anton Blvd., Costa Mesa, CA 92626
600 Anton Blvd., Costa Mesa, CA 92626

Gary L. Fite

Executive Vice President and
Controller

600 Anton Blvd., Costa Mesa, CA 92626

Herbert F. Smith
Willard C. Gleason
Joseph L. Henry
Clifford K. Kitashima
Donald P. Moroz
Richard I. Bertoni

Executive Vice President
Senior Vice President
Senior Vice President
Senior Vice President
Senior Vice President
Vice President and Assistant
Controller

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Stephen D. Brandon

Vice President and Assistant
Secretary

600 Anton Blvd., Costa Mesa, CA 92626

Thomas G. Hitzel

Vice President and Assistant
Treasurer

600 Anton Blvd., Costa Mesa, CA 92626

Gregory E. Hudson

Vice President and Assistant
Treasurer

40 Westminster Street, Providence, RI 02903

John H. Marks

Assistant Vice President and
Assistant Secretary

600 Anton Blvd., Costa Mesa, CA 92626

Laila B. Soares

Assistant Vice President and
Assistant Secretary

600 Anton Blvd., Costa Mesa, CA 92626

Sally Guthrie
William Spyker
Roxanne Cassidy

Assistant Secretary
Assistant Secretary
Assistant Treasurer

3300 S. Parker Road, Aurora, CO 80014
3300 S. Parker Road, Aurora, CO 80014
40 Westminster Street, Providence, RI 02903

97 NOV -7 AM 9:01
SECRETARY OF STATE
STATE OF IDAHO



STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

AVCO MONEY BY MAIL, INC.
(COLORADO CORPORATION)

FILE # 19921052390 WAS FILED IN THIS OFFICE ON May 22, 1992
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: September 30, 1997

Victoria Buckley

SECRETARY OF STATE