

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

NATIONAL ACTION FINANCIAL SERVICES, INC.

File number C 106546

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NATIONAL ACTION FINANCIAL SERVICES, 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 NATIONAL ACTION FINANCIAL SERVICES, INC. to transact business in this State under the name NATIONAL ACTION FINANCIAL SERVICES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: June 3, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

JUN 3 10 42 AM '94

SECRETARY OF STATE

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 NATIONAL ACTION FINANCIAL SERVICES, INC.
2. The name which it shall use in Idaho is _____
(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 Georgia
4. The date of its incorporation is March 31, 1994 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2877 Brandywine Road, Suite 300, Atlanta, Georgia 30341
6. The address to which correspondence should be addressed, if different from that in item 5. Same
7. The street address of its proposed registered office in Idaho is 805 Idaho Street, Suite 412, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is Frank E. Chalfant, Jr.
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: See exhibit B

(Continued on reverse)

Submit application and certificate of status to:

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

Secretary of State use only

IDAH0 SECRETARY OF STATE
19940603 0900 85325 2
CX #: 40250 CUST# 1239
CORP 1@ 120.00= 120.00

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

Name	Office	Address
See attached list of directors and officers		

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, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 25 May 1994

NATIONAL ACTION FINANCIAL SERVICES, INC.

(Corporation Name)

By

Michael W. Fletcher, Its President/Vice President (please specify)

and

Walter J. Berthiaume, Its Secretary/Assistant Secretary (please specify)

STATE OF Georgia) ss:

COUNTY OF Dickens)

I, Kasia Hogan, a notary public, do hereby certify that on this 25th day of May, 1994, personally appeared before me Michael W. Fletcher, who being by me first duly sworn, declared that (s)he is the Vice President of _____

NATIONAL ACTION FINANCIAL SERVICES, INC.

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

Notary Public, Gwinnett County, Georgia
My Commission Expires May 12, 1998

Notary Public

NAFS

National Action Financial Services, Inc.

"creating customized solutions for credit grantors"

Suite 300
2877 Brandywine Road
Atlanta, Georgia 30341
404-638-2411
1-800-462-2411
Fax 404-633-8820

EXHIBIT A

<u>NAME</u>	<u>TITLE(S)</u>	<u>RESIDENCE ADDRESS</u>	<u>BUSINESS ADDRESS</u>	<u>TELEPHONE NUMBERS</u>	<u>SOCIAL SECURITY NUMBER</u>	<u>DATE OF BIRTH</u>
Michael W. Fletcher	Chairman Vice President Treasurer Stockholder (52.8%)	615 Buttercup Trace Alpharetta, GA 30202	Suite 300 2877 Brandywine Road Atlanta, GA 30341	404-242-6724 (R) 800-452-2411 (B)	323-54-3886	12-16-58
Walter J. Berthiaume	President Secretary Stockholder (35.2%)	1723 Kings Mill Lane Richmond, TX 77469	Suite 300 2877 Brandywine Road Atlanta, GA 30341	713-342-6743 (R) 800-452-2411 (B)	452-78-6231	2-17-46
Howard M. Gibbs	Asst. Treasurer	4508 Exmoor Drive Marietta, GA 30067	Suite 300 2877 Brandywine Road Atlanta, GA 30341	404-565-2561 (R) 800-452-2411 (B)	145-46-6440	6-14-54

NAFS

"creating customized solutions for credit grantors"

EXHIBIT B

Products and Services provided:

- **Pre charge-off outsourcing**
- **Traditional post-charge-off recoveries**
- **Contract skip-tracing**
- **Consulting**

Services provided to:

- **National bank card issuers**
- **National retailers**
- **Healthcare providers**
- **Auto industry**
- **Local and regional utilities**
- **Local, state, and national government agencies**

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 941450913
CONTROL NUMBER : 9407963
DATE INC/AUTH/FILED: 03/31/1994
JURISDICTION 10 42: AM GEORGIA
PRINT DATE : 05/25/1994
FORM NUMBER SECRETARY OF STATE

CT CORPORATION SYSTEM
ATTN MARY R ADAMS
1201 PEACHTREE ST., N.E.
ATLANTA GA 30361

CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

NATIONAL ACTION FINANCIAL SERVICES, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above and was incorporated, formed, or authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution or certificate of cancellation with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta