

State of Idaho

Office of the Secretary of State

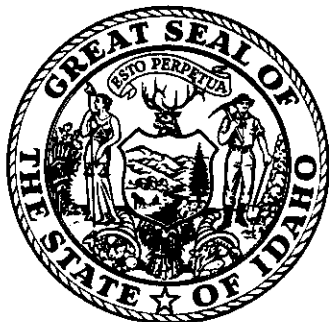
**CERTIFICATE OF AUTHORITY
OF
NATIONAL FINANCIAL SYSTEMS, INC.**

File Number C 149113

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: 9 May 2003



Ben Yursa

SECRETARY OF STATE

By

Ken Nester



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

03 MAY -9 PM 2:41

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:
NATIONAL FINANCIAL SYSTEMS, INC.
- The name which it shall use in Idaho is: NATIONAL FINANCIAL SYSTEMS, INC.
- It is incorporated under the laws of: NEW YORK
- Its date of incorporation is: 03/07/74
- The address of its principal office is:
600 WEST JOHN STREET HICKSVILLE, NY 11801
- The address to which correspondence should be addressed, if different from item 5, is:
P.O. Box 9046 Hicksville, NY 11802
- The street address of its registered office in Idaho is, 2691 N. BOBCAT WAY MERIDIAN, ID 83642
and its registered agent in Idaho at that address is: CHARLES MATHIAS
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>ROBERT H. HERNANDEZ</u>	<u>W. PALM BEACH</u>	<u>386 MAHOGANY PT JUPITER FL 33410</u>
<u>GEORGE W. KENNEDY</u>	<u>HICKSVILLE Sec.</u>	<u>6 CEDARFIELD TERR ST. JAMES, NY 11780</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 04/09/03

Signature: *George W. Kennedy*

Typed Name: GEORGE W. KENNEDY

Capacity: VICE PRESIDENT / SECRETARY

Customer Acct # : _____
(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
05/09/2003 05:00
CX: 619 CT: 169918 BH: 679799
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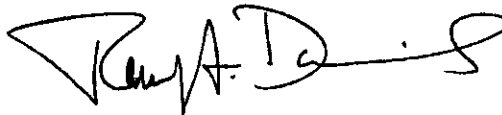
C149113

State of New York)
Department of State) ss:

I hereby certify, that the Certificate of Incorporation of NATIONAL FINANCIAL SYSTEMS, INC. was filed on 03/07/1974, under the name of PREFERRED COLLECTION SYSTEMS, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment PREFERRED COLLECTION SYSTEMS, INC., changing its name to NATIONAL FINANCIAL SYSTEMS, INC., was filed 02/28/1983.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of April
two thousand and three.*



Secretary of State

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