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Doc # 11/03/00
CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 11 / 3

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*****70.00 *****70.00

Corporation(s) Name

FACSIMILES, IN

- Profit Amendment Mergers
- Nonprofit
- Foreign Dissolution Mark
- LLC Withdrawal
- Limited Partnership UBR Other
- Reinstatement Fictitious Name Ch. RA
- UCC 1 or 3

***Special Instructions**

4

- Certified Copy Photocopies CUS
- arts/ameds/mergers Other-See Above
- Walk in Pick-up Will Wait

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield

Thank You!

Handwritten:
B.K.
11/3

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 NOV 3 1:50 PM '00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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 TALLAHASSEE, FLORIDA
 RECEIVED
 NOV 3 11:01 AM '00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. FACServices, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas
(State or country under the law of which it is incorporated)

3. 75-2623098
(FEI number, if applicable)

4. December 13, 1995
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155,

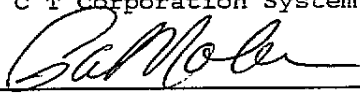
7. 1901 North Glenville Drive, Suite 702, Richardson, Texas 75081
(Current mailing address)

8. To transact any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
 Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
 (Zip Code)

10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System


 (Registered agent's signature) (Officer) -
Patrick A. Nolan
Assistant Secretary

 (Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Frederick C. Paine
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Frederick C. Paine, Vice President
(Typed or printed name and capacity of person signing application)

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STATE
FLORIDA
TALLAHASSEE

FACServices, Inc.

DIRECTORS & OFFICERS

<u>Name</u>	<u>Address</u>	<u>Office</u>
J. Paul McGrath	One Centennial Avenue Piscataway, New Jersey 08854	Director, Executive Vice President
Frederick C. Paine	One Centennial Avenue Piscataway, New Jersey 08854	Director, Vice President
Jimmie L. Mayhew	1901 North Glenville Dr., St. 702 Richardson, Texas 75081	Chief Executive Officer
Rod Matejowsky	1901 North Glenville Dr., St. 702 Richardson, Texas 75081	President, Secretary & Treasurer
Thomas S. Battaglia	One Centennial Avenue Piscataway, New Jersey 08854	Executive Vice President
James H. Schultz	3600 Pammel Creek Road La Crosse, Wisconsin 54601	Executive Vice President
M. Frederick Kautz	3600 Pammel Creek Road La Crosse, Wisconsin 54601	Vice President
Jeanne L. Brooks	1901 North Glenville Dr., St. 702 Richardson, Texas 75081	Vice President

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TALLAHASSEE, FLORIDA

10/17/00



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

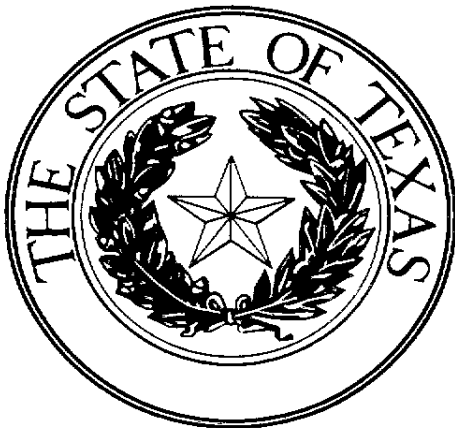
FACSERVICES, INC.

File No. 1381532

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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TALLAHASSEE, FLORIDA

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on November 2, 2000.*



Elton Bomer
Secretary of State

BAM