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VIA FEDERAL EXPRESS

March 18th, 2002

Florida Department of State
409 E. Gaines Street
Tallahassee, Florida
USA 32399

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-05/10/02--01046--001
***2600.00 ***2600.00

600005134026--7
-03/19/02--01041--002
*****87.50 *****87.50

Registration Section

Re: Registration of a Foreign Profit Corporation to transact business in Florida

Dear Sirs;

Please find enclosed the following documentation with regard to the above registration.

- Application, duly executed
- Signed Consent of Agent
- Certificate of Existence, State of Delaware, dated March 6, 2002
- Transmittal Letter
- Our cheque in the amount of \$87.50, which includes the registration, a Certificate of Status.

We would appreciate if you would give this registration your earliest attention. Should there be any questions/queries, please contact the undersigned.

Thanking you, I remain

COLLECTCORP CORPORATION

Linda Matheson

Linda Matheson
Licensing & Litigation Coordinator

Encls.

~~789/10/734/672~~
8/15/02

COLLECTCORP CORPORATION
415 YONGE STREET, SUITE 2000, TORONTO, ONTARIO M5B 2E7
TEL. 416-935-2942 FAX: 416-935-2873

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 10 AM 11:05

FILED

F02-2332
~~W02 8307~~

BR 5/10



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 26, 2002

COLLECTCORP CORPORATION
COLLECTCORP CORPORATION
415 YOUNGE ST STE 2000
TORONTO, ON M5B-2E7

We have received your document for COLLECTCORP CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$8,115.00.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Lakysa Francis
Document Examiner

Letter Number: 002A00017770

02 MAY 10 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COLLECTCORP

VIA FEDERAL EXPRESS

April 12, 2002

Florida Department of State
Division of Corporations
409E Gaines Street
Tallahassee, Florida
USA 32399

Attention: Lakysa Francis
Document Examiner

Re: Collectcorp Corporation – FEI 16-1495207
Letter Number: 002A00017770

Dear Ms. Francis:

Further to our telephone conversation of April 3rd, 2002, I am enclosing the documentation required for presentation to the Office of the Attorney General. This information is in support of the civil penalty imposed upon us.

Collectcorp Corporation was incorporated in the State of Delaware in 1995. The Financial Statements for Collectcorp Corporation, indicate there was no Revenue as at December 31st, 1996 or December 31st, 1997. (We have enclosed the Financial Statements, prepared by Gaines, Metzler, Kriner & Company LLP).

You will note that the Financial Statements are for the year ended December 31st, 1996 and for the year ended December 31st, 1998. It is clearly reflected in the Financial Statements, that there was no revenue for Collectcorp Corporation until the year 1998.

Our data base indicates the first letter sent into the State of Florida, on behalf of Harlequin Enterprises was dated September 12, 1998 and our first telephone

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COLLECTCORP

call placed on October 7, 1998

I trust this information will suffice for the requirements of the Attorney General.

Should you have any queries with regard to the foregoing, please contact the undersigned.

Yours truly,
COLLECTCORP CORPORATION

Linda Matheson
Licensing & Litigation Coordinator

Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: 416-935-2873

Please deliver the following pages to:

NAME: Linda Matheson

COMPANY: Collectcorp Corporation

CITY/STATE: Toronto, Ontario, Canada

**SENDER: Gerard T. York, Esq.,
Assistant General Counsel**

DATE/TIME: 04/26/02 3:17 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/245-6127

COMMENTS: This communication is in response to your letter dated April 12, 2002 and our conversation today regarding annual report fees and statutory penalties which would be assessed against Collectcorp Corporation under section 607.1502(4), Florida Statutes.

We would offer to settle the issue of annual report fees and foreign non-qualified penalties from Collectcorp Corporation for the sum of \$2600.00, reflecting annual report fees from 1998 of \$600.00 and penalties from 1998 of \$2000.00 assessed at the statutory minimum of \$500.00 per year. This offer remains in effect until June 14, 2002.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Upon completion of the application and receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Collectcorp Corporation a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me at 850-245-6514 should you have any questions.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

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TALLAHASSEE, FLORIDA

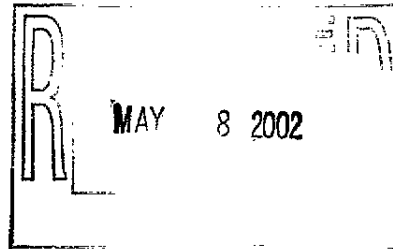


COLLECTCORP

May 6, 2002

VIA FEDERAL EXPRESS

Office of General Counsel
LL-10
The Capitol
Tallahassee, Florida
USA 32399-0250



Dear Sirs:

Further to a facsimile memorandum received from Gerard T. York, Assistant General Counsel, please find enclosed our check in the amount of Two Thousand Six Hundred (\$2,600.00) Dollars. This amount as agreed upon, reflects the annual report fees from 1998 of \$600.00 and penalties from 1998 of \$2,000 assessed at the statutory minimum of \$500 per year.

I trust this now concludes this matter. We look forward to receiving our Certificate of Authority at your earliest.

Thank you for your co-operation and assistance in this matter.

Yours truly,
COLLECTCORP CORPORATION

Linda Matheson
Licensing Coordinator

02 MAY 10 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Encl.



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: May 8, 2002

RE: Collectcorp Corporation

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1998 of \$600.00 and foreign non-qualified penalties of \$ 2000.00 assessed at the statutory minimum of \$500.00 and wishes to be qualified to conduct its affairs in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

02 MAY 10 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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. COLLECTCORP CORPORATION
(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. Delaware 3.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 27, 1995 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 1995
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 300 International Drive, Suite 100, Williamsville, NY 14221
(Principal office address)
415 Yonge Street, Suite 702, Toronto, Ontario, Canada M5B 2E7
(Current mailing address)

8. third party collections
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT accepted)

Name: CT CORPORATION System

Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

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02 MAY 10 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's 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 obligations of my position as registered agent.

Robert J. Stevens
(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: J. Bruce Conley

Address: 415 Yonge Street, Suite 2000, Toronto, On M5B 2E7

Vice Chairman: _____

Address: _____

Director: J. Bruce Conley

Address: 415 Yonge Street, Suite 2000, Toronto, On M5B 2E7

Director: Nicholas Wilson

Address: 415 Yonge Street, Suite 2000, Toronto, On M5B 2E7

B. OFFICERS

President: Nicholas C. Wilson

Address: 415 Yonge Street, Suite 2000, Toronto, On M5B 2E7

Vice President: _____

Address: _____


Secretary: J. Bruce Conley

Address: 415 Yonge Street, Suite 2000, Toronto, On M5B 2E7

Treasurer: J. Bruce Conley

Address: 415 Yonge Street, Suite 2000, Toronto, On M5B 2E7

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

13. J. Bruce Conley 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. J. Bruce Conley
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

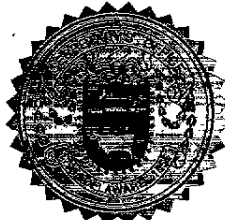
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLLECTCORP 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 SIXTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2568206 8300

AUTHENTICATION: 1649063

020152141

DATE: 03-06-02