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TALLAHASSEE, FLORIDA

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13 Solutions, Inc.

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J. BRYAN JUL 15 2004

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. 13 SOLUTIONS, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Texas

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

3. _____

(FEI number, if applicable)

4. October 23, 2002

(Date of incorporation)

5. Perpetual

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

6. June 8, 2004

*(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)*

7. 15455 Dallas Parkway, Suite 600, Addison, Texas 75001

(Principal office address)

same as above

(Current mailing address)

8. Credit Consulting Business

(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 NOT acceptable)

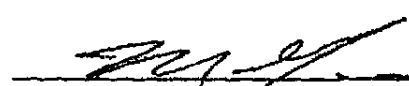
Name: CT Corporation System

Office Address: 1200 South Pine Island

Plantation, Florida 33324
(City) (Zip code)

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.


(Registered agent's signature)

Michael E. Jones
Secretary

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:

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CORPORATIONS
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Merle E. Schwalen, III

Address: 15455 Dallas Parkway, Suite 600

Addison, Texas 75001

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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DIXON CORPORATION
MALLAPASSE, FLORIDA

B. OFFICERS

President: Merle E. Schwalen, III

Address: 15455 Dallas Parkway, Suite 600

Addison, Texas 75001

Vice President: Same as Above

Address: _____

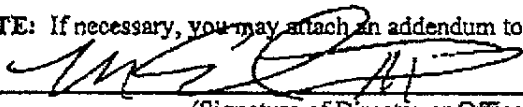
Secretary: Same as Above

Address: _____

Treasurer: Same as Above

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Merle E. Schwalen, III, President
(Typed or printed name and capacity of person signing application)

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CT CORPORATION

P.04

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

Geoffrey S. Connor
Secretary of State



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for i3 Solutions, Inc. (filing number: 800136087), a Domestic Business Corporation, was filed in this office on October 23, 2002.

It is further certified that the entity status in Texas is active.

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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 June 25, 2004.



A handwritten signature in black ink that reads "G. Connor".

Geoffrey S. Connor
Secretary of State