

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is QLT Consumer Lease Services, Inc.
2. It is incorporated under the laws of New Jersey
3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is 01/15/2008 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 _____
67 Whippany Road, Whippany, New Jersey, 07981

6. The address of its proposed registered office in Rhode Island is 155 S. Main St, 301
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is C T Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Leasing of telephone products.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>See attached</u>	
Director		
Director		
Director		

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CORPORATIONS DIV

- (b). The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>See attached</u>	<u></u>
Vice President	<u></u>	<u></u>
Treasurer	<u></u>	<u></u>
Secretary	<u></u>	<u></u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>100,000</u>	<u>Common</u>	<u>Voting</u>	<u>No par value</u>
<u>100,000</u>	<u>Common</u>	<u>Nonvoting</u>	<u>No par value</u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 8100000.0000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 2000.0000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.02 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 21900000.0000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 101000.0000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.46 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

X Date: 12/08/08

X Kathy S Matlesky
Signature of Authorized Officer of the Corporation
Kathy S. Matlesky, President
Type or Print Name of Authorized Officer

QLT CONSUMER LEASE SERVICES, INC.
Directors & Officers

<u>NAME</u>	<u>DIRECTOR/OFFICER</u>	<u>BUSINESS/MAILING ADDRESS</u>
Kathy Matlesky	Director President/CEO	QLT Consumer Lease Services, Inc. P. O. Box 268 Whippany, NJ 07981
Gary Graba	Director Vice President/ Treasurer	Same as above
Kathy Lou Leone	Director Vice President/ Secretary/ Customer Operations & Human Resources	Same as above
John Anthony, Jr.	Director Vice President/ Asst. Secretary/ Chief Information Officer	Same as above
Warren Brooks	Director Vice President/ Controller	Same as above
Rochelle Cattan	Director Vice President of Marketing	Same as above
Antonia Gambetta	Director Vice President of Product Operations	Same as above

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

QLT CONSUMER LEASE SERVICES, INC.

0100988296

With the Previous or Alternate Name

CLS PRODUCTS & SERVICES, INC. (Previous Name)

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on January 15, 2008.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

G Robert Marcus
721 Route 202-206
P O Box 1018
Somerville, NJ 08876 0000



Certification# 113293078

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed my
Official Seal at Trenton, this
23rd day of December, 2008*

A handwritten signature in black ink, appearing to read "R. David Rousseau".

R. David Rousseau
State Treasurer

Verify this certificate at
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

