

F02000004143

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Goldleaf Financial, Ltd.
(Name of corporation - must include suffix)

2002 AUG 14 PM 3:23
FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lauri Wyum 300007079369--1
88/13/02-81981-004
*****70.00 *****70.00
(Name of Person)

Goldleaf Financial, Ltd.
(Firm/Company)

802 N. 2nd Street
(Address)

Montevideo, MN 56265
(City/State and Zip code)

For further information concerning this matter, please call:

Lauri Wyum at (320) 269-3144
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- X \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

W02-23577
J. BRYAN AUG 14 2002
J. BRYAN AUG 15 2002



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 14, 2002

LAURI WYUM
GOLDLEAF FINANCIAL, LTD.
802 N. 2ND STREET
MONTEVIDEO, MN 56265

SUBJECT: GOLDLEAF FINANCIAL, LTD.
Ref. Number: W02000023577

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Ltd. must stay in the name because thats the way it is in home state. The corporate suffix in only for Florida.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 302A00048268

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DIVISION OF CORPORATIONS
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. Goldleaf Financial, Ltd., 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. Minnesota 3. 41-1901717
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3-2-1998 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(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. 802 N. 2nd Street, Montevideo, MN 56265
(Principal office address)
802 N. 2nd Street, Montevideo, MN 56265
(Current mailing address)
8. Surety
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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TALLAHASSEE, FLORIDA

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

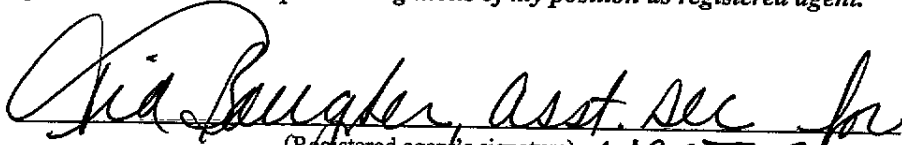
Name: NRAI Services, Inc.

Office Address: 526 E. Park Ave.

Tallahassee, Florida 32301
(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) NRAI Services, Inc.

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: Dennis Larson
Address: 802 N. 2nd Street
Montevideo, MN 56265

Vice Chairman: _____
Address: _____

Director: Jack Anderson
Address: 802 N. 2nd Street
Montevideo, MN 56265

Director: Geoffrey Hathaway
Address: 802 N. 2nd Street
Montevideo, MN 56265

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TALLAHASSEE, FLORIDA

B. OFFICERS

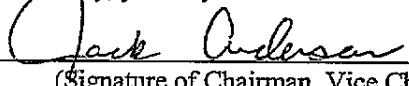
President: Dennis Larson
Address: 802 N. 2nd Street
Montevideo, MN 56265

Vice President: Jack Anderson
Address: 802 N. 2nd Street
Montevideo, MN 56265

CEO/General Counsel
Secretary: Geoffrey Hathaway
Address: 802 N. 2nd Street, Montevideo, MN 56265

Treasurer: _____
Address: _____

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

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

14. Jack Anderson, Vice President and Director
(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

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2002 AUG 14 PM 3:20
MINNAPOLIS CORPORATIONS
HALL MINNAPOLIS, MINN.

Certificate of Good Standing

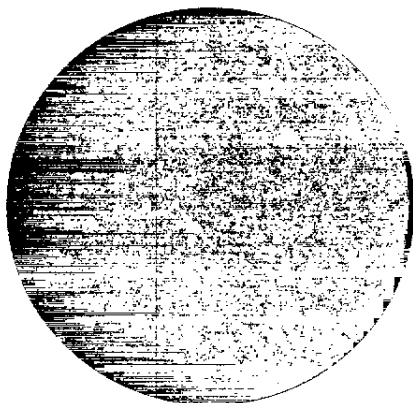
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: GOLDLEAF FINANCIAL, LTD.

Date Formed: 03/02/1998

Chapter Governed By: 302A

This certificate has been issued on 07/03/02.



Mary Kiffmeyer
Secretary of State.