

F0200000641S

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

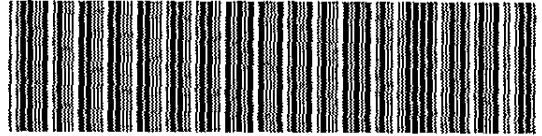
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07/17/06--01003--002 **35.00

FILED
06 JUL 17 AM 8:40
STATE JURY LE STATE
TALLAHASSEE, FLORIDA

gc N.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TRUelogic Financial Corporation
(Name of Corporation)

DOCUMENT NUMBER: F02000006415

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MICHELLE BLAHA
(Name of Contact Person)

TRUelogic Financial Corporation
(Firm/Company)

10000 E GEDDES #100
(Address)

ENGLEWOOD, CO 80112
(City/State and Zip Code)

For further information concerning this matter, please call:

MICHELLE BLAHA at (720) 974-0740
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
JUL 17 AM 8:40
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

F02000006415
(Document number of corporation (if known))

1. GENESIS FINANCIAL SERVICES CORPORATION
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE (Incorporated under laws of) 3. 12/26/02 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

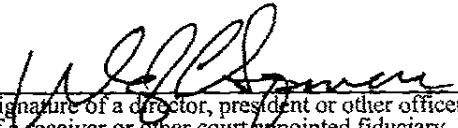
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. TRUE LOGIC FINANCIAL CORPORATION
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Douglas C. Spencer
(Typed or printed name of person signing)

Executive Vice President
(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TRUELOGIC FINANCIAL CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-THIRD DAY OF JUNE, A.D. 2003, AT 11:22 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 4:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003.

RESTATED CERTIFICATE, FILED THE EIGHTH DAY OF SEPTEMBER, A.D. 2005, AT 3:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "TRUELOGIC FINANCIAL CORPORATION".



3673139 8100H

060652640

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4887546

DATE: 07-10-06

CERTIFICATE OF INCORPORATION

FIRST: The name of this corporation shall be: TRUELOGIC FINANCIAL CORPORATION

SECOND: Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle and its registered agent at such address is THE COMPANY CORPORATION.

THIRD: The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which this corporation is authorized to issue is: Ten Million (10,000,000) shares of common stock with a par value of (\$0.0001) per share.

FIFTH: The name and address of the incorporator is as follows:

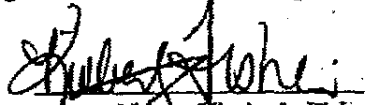
Kimberly Fisher
2711 Centerville Road
Suite 400
Wilmington, Delaware 19808

SIXTH: The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation.

Date: June 23, 2003


Name: Kimberly Fisher
Incorporator

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:17 PM 06/23/2003
FILED 11:22 AM 06/23/2003
SRV 030411569 - 3673139 FILE

DE BC D-CERTIFICATE OF INCORPORATION - SHORT SPECIMEN 09/00-1 (DESHORT)

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:24 PM 12/17/2003
FILED 04:24 PM 12/17/2003
SRV 030814413 - 3673139 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is TrueLogic Financial Corporation, and the name of the corporation being merged into this surviving corporation is Genesis Financial Services Corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is TrueLogic Financial Corporation, a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on December 31, 2003.

SIXTH: The Agreement of Merger is on file at 7100 E. Bellevue Ave. Ste. 308 Greenwood Village, CO 80111, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 10th day of December, A.D., 2003.

By: 
Authorized Officer

Name: Paul Konkol
Print or Type

Title: President

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:01 PM 09/08/2005
FILED 03:01 PM 09/08/2005
SRV 050737204 - 3673139 FILE

**FIRST AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

TRUELOGIC FINANCIAL CORPORATION

The undersigned does hereby acknowledge and certify that:

ONE: He is the duly elected and acting President of TrueLogic Financial Corporation, a Delaware corporation.

TWO: The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of the State of Delaware on June 23, 2003.

THREE: Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, the First Amended and Restated Certificate of Incorporation of this corporation is hereby amended and restated to read in full as follows:

**ARTICLE I
NAME**

The name of the corporation is TRUELOGIC FINANCIAL CORPORATION (the "Corporation").

**ARTICLE II
REGISTERED OFFICE AND RESIDENT AGENT**

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Company Corporation.

**ARTICLE III
PURPOSE**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law ("DGCL").

**ARTICLE IV
AUTHORIZED STOCK AND RELATIVE RIGHTS**

A. The Corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares of Common Stock which the Corporation is authorized to issue is Ten Million (10,000,000) shares. The Common Stock shall have a par value of \$0.0001 per share.

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation.

C. Certain issuances (or commitments to issue) of the Corporation's Common Stock, or of other equity-like securities of the Corporation, or of certain affiliates of the Corporation, and certain asset sales by the Corporation or of such affiliates, trigger certain rights of Arrow Funding LLC of Rockville Center, New York ("Arrow Funding") to receive payment of an amount pursuant to a certain Release Termination and Settlement Agreement among the parties thereto dated as of September 7, 2005. No additional shares of Common Stock shall be issued to any person, whether natural, corporate, or some other type of legal entity (each, a "Person"), nor shall any transfer of any Stockholder's shares to any Person be registered and given effect, unless and until such Person executes a Limited Guaranty in favor of Arrow Funding and pledges to Arrow Funding such Person's shares as security therefore. Any issuance or transfer in contravention of the foregoing shall be void.

**ARTICLE V
DURATION**

The Corporation is to have perpetual existence.

**ARTICLE VI
BY-LAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-laws of the Corporation.

**ARTICLE VII
ELECTION OF DIRECTORS**

Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

**ARTICLE VIII
AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this revocation.

**ARTICLE IX
PERSONAL LIABILITY FOR DIRECTORS**

A. A Director of the Corporation shall, to the fullest extent permitted by the DGCL as it now exists or as it may hereafter be amended, not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing

violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the Director derived any improper personal benefit. If the DGCL is amended, after approval by the stockholders of this Article IX, to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

B. Any amendment, repeal or modification of the foregoing provisions of this Article IX, or the adoption of any provision in an amended or restated Certificate of Incorporation inconsistent with this Article IX, by the stockholders of the Corporation shall not apply to or adversely affect any right or protection of a Director of the Corporation existing at the time of such amendment, repeal, modification or adoption.

**ARTICLE X
INDEMNIFICATION**

A. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) such agents of the Corporation (and any other persons to which Delaware law permits the Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL, subject only to limits created by applicable Delaware law (statutory or non-statutory).

B. Any amendment, repeal or modification of any of the foregoing provisions of this Article X shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any Director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such amendment, repeal or modification.

FOUR: This Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation in accordance with Section 141(f) of the DGCL.

FIVE: This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the DGCL by the stockholders of the Company and was approved by written consent of the stockholders of the Company in accordance with the provisions of Section 228 of the DGCL.

IN WITNESS WHEREOF, TRUELOGIC FINANCIAL CORPORATION has caused this Amended and Restated Certificate of Incorporation to be signed by its President this 7th day of September, 2005.

TRUELOGIC FINANCIAL CORPORATION

By: _____

[Handwritten Signature]
Paul J. Konkel

President and Chief Executive Officer