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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUN 10 2010

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: First Resolution Investment Corporation

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" 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:

Kenneth H. Healey

Name of Person

First Resolution Investment Corporation

Firm/Company

P.O. Box 34000

Address

Seattle, WA 98124

City/State and Zip code

khealey@firstresolution.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kenneth H. Healey

at (604) 654-6748

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$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

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**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. First Resolution Investment Corporation

(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. NV

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

3. 86-0876402

(FEI number, if applicable)

4. May 14, 1997

(Date of incorporation)

5. Perpetual

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

6. _____

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

7. 5190 Neil Rd., Ste. 430 Reno, NV 89502

(Principal office address)

P.O. Box 34000, Seattle, WA 98124

(Current mailing address)

8. Portfolio Acquisition

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

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)

Dorie Khess, Asst. Sec.

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: C. Timothy Rodenbush

Address: Kenneth H. Healey

5190 Neil Rd., Ste. 430, Reno, NV 89502

Vice Chairman: _____

Address: _____

Director: C. Timothy Rodenbush

Address: 5190 Neil Rd., Ste. 430, Reno, NV 89502

Director: Kenneth H. Healey

Address: 5190 Neil Rd., Ste. 430, Reno, NV 89502

B. OFFICERS

President: C. Timothy Rodenbush

Address: 5190 Neil Rd., Ste. 430, Reno, NV 89502

Vice President: Kenneth H. Healey

Address: 5190 Neil Rd., Ste. 430, Reno, NV 89502

Secretary: C. Timothy Rodenbush

Address: 5190 Neil Rd., Ste. 430, Reno, NV 89502

Treasurer: Kenneth H. Healey

Address: 5190 Neil Rd., Ste. 430, Reno, NV 89502

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. Kenneth H. Healey, Vice President

(Typed or printed name and capacity of person signing application)

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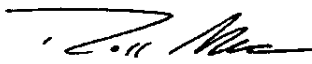
CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **FIRST RESOLUTION INVESTMENT CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 14, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on March 31, 2010.




ROSS MILLER
Secretary of State

Certified By: Christine Rakow
Certificate Number: C20100326-0179
You may verify this certificate
online at <http://www.nvsos.gov/>