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CO'S
105 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 6/14/99

400002904714--5
-06/15/99--01006--015
*****70.00 *****70.00

REF. #: 0173.7199

CORP. NAME: The Lending Group, Inc.

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- CERT. OF AUTHORITY
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 15 AM 11:24

STATE FEES PREPAID WITH CHECK # 1453 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

RECEIVED
99 JUN 15 AM 10:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF STATUS
- PLAIN STAMPED COPY

Examiner's Initials _____

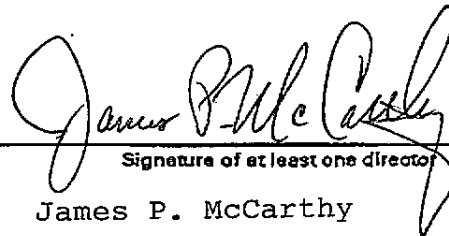
AL JUN 15 1999

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned James P. McCarthy, do hereby certify that this Resolution of the Board of Directors of The Lending Group, Inc., a corporation duly organized and existing under the laws of the State of IL, was duly adopted on June 10th, 19 99.

Resolved, that The Lending Group, Inc., organized and existing in the State of IL, hereby adopts the name U.S. Lending Group, Inc. for use in Florida.

Dated: 6/10/99


Signature of at least one director
James P. McCarthy

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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: The Lending Group, Inc.
(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", 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:

(Name of Person)

(Firm/Company)

(Address)

(City/State/Zip)

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DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

_____ at (_____) _____
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

THE LENDING GROUP, INC.

Principal Officers

Residence Address: James P. McCarthy, CEO/President
607 West Campbell Ct.
Arlington Heights, IL 60005

Business Address: 2300 North Barrington Rd., Suite 300
Hoffman Estates, IL 60195

Occupation: CEO & President of THE LENDING GROUP, INC.
Director

Residence Address: Christopher L. Bayes, COO/President
106 Amber Court
Mullica Hill, NJ 08062

Business Address: 2300 North Barrington Rd., Suite 300
Hoffman Estates, IL 60195

Occupation: COO & President of THE LENDING GROUP, INC.
Director

Residence Address: Nathan N. Burns, CFO/Vice President
319 Garrison Circle
Barrington, IL 60010

Business Address: 2300 North Barrington Rd., Suite 300
Hoffman Estates, IL 60195

Occupation: CFO & Vice President of THE LENDING GROUP, INC.
Director

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See Attachment

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. James P. McCarthy, President/CEO

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

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To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

THE LENDING GROUP, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 31, 1998, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this _____ **10TH**
day of _____ **JUNE** _____ **A.D.** _____ **1999**



Jesse White

SECRETARY OF STATE