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June 1, 1999

Division of Corporations
Florida Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

600002984596--7
09/13/99--01032--014
*****78.75 -*****78.75

Re: Application for Certificate of Authority - Netfirst Financial.com,
Inc. [BJM&H File No. 1794.25]

Dear Sir/Madam:

On behalf of Netfirst Financial.com, Inc., I am enclosing the following:

1. One (1) original and one (1) exact copy of an Application by Foreign Corporation for Authorization to Transaction Business in Florida;
2. One (1) original and one (1) exact copy of a Certificate of Designation of Registered Agent/Registered Office;
3. One (1) original and one (1) exact copy of the Transmittal Letter to the Qualification/Tax Lien Section;
4. A Georgia Certificate of Existence; and
5. A check in the amount of \$78.75, payable to the order of the Florida Department of State, which amount includes the applicable filing fees and the fee for a Certificate of Status.

FILED
SEP 13 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please process this filing in your normal manner. Please call me at the above-noted telephone number if you need additional information.

Thank you for your cooperation.

Sincerely,

Richard W. Jones
Richard W. Jones

Enclosures

{A0004521.DOC}

JB
8-15-99

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. Netfirst Financial.com, 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. Georgia 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06/10/99 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1669 Phoenix Pkwy., Ste. 150
Atlanta, GA 30349
(Current mailing address)
8. origination of mortgage financing
(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 or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays St.
Tallahassee, Florida, 32301
(Zip code)

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99 SEP 13 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Deborah D. Skipper Deborah D. Skipper
as its agent
(Registered agent's signature)

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 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: W.D. Everitt, Jr.

Address: 1669 Phoenix Pkwy., Ste. 150
Atlanta, GA 30349

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: W.D. Everitt, Jr., *President*

Address: 1669 Phoenix Pkwy., Ste. 150
Atlanta, GA 30349

Vice President: _____

Address: _____

Secretary: _____

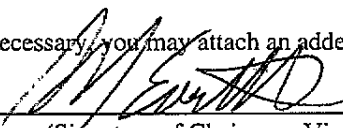
Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. W.D. Everitt, Jr., President
(Typed or printed name and capacity of person signing application)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Netfirst Mortgage.net, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street

Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee, FL 32301
City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Deborah D. Skipper
(Signature)

Deborah D. Skipper
as its agent

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K92500638
CONTROL NUMBER : K924295
DATE INC/AUTH/FILED: 06/10/1999
JURISDICTION : GEORGIA
PRINT DATE : 09/07/1999
FORM NUMBER : 211

LESLIE KAUFMAN
BUKER, JONES, MORTON & HALEY, P.C.
115 PERIMETER CENTER PL. STE. 170
ATLANTA, GA 30346

FILED
99 SEP 13 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

NETFIRST FINANCIAL.COM, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State