

NO 7000022608

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Amerifactors Financial Group, LLC

Certificate of Status	0
Certified Copy	1
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

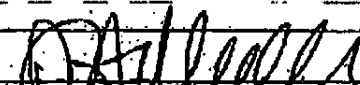
IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. Amerifactors Financial Group, LLC
(Name of Foreign Limited Liability Company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. Applied for
(FBI number, if applicable)
- 4. February 6, 2007
(Date of Organization)
- 5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. Approximately May 4, 2007
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
- 7. 4000 Ponce de Leon Boulevard, Suite 470, Coral Gables, Florida 33146
(Street Address of Principal Office)

- 8. If limited liability company is a manager-managed company, check here
- 9. The name and usual business addresses of the managing members or managers are as follows:
Derek McDowell, 4000 Ponce de Leon Blvd, Suite 470, Coral Gables, FL 33146
Keven R. Gowen, Sr., 215 Celebration Place, Suite 340, Celebration, Florida 34747

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Factoring business


 Signature of a member or an authorized representative of a member.
 (In accordance with section 601.403(3), F.S., the execution of this instrument constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Derek McDowell, Managing Member
 Typed or printed name of signee

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 TALLAHASSEE FLORIDA

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:

Amerifactors Financial Group, 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

By: [Signature]

(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERIFACTORS FINANCIAL GROUP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERIFACTORS FINANCIAL GROUP, LLC" WAS FORMED ON THE SIXTH DAY OF FEBRUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5645621

DATE: 05-03-07