



Corporate Services / Specializing in Delaware

CorpAmerica, Inc.

30 Old Rudnick Lane • Dover, Delaware 19901
(302) 736-4300 • Toll Free: (888) 736-4300 • Fax: (302) 736-4301
<http://www.CorpAmerica.com> • <http://www.LawService.com>

March 28, 2000

Corporate Records Bureau
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

RE: IWAYLOAN.COM, INC.

300003188579--2
-03/29/00--01060--006
*****70.00 *****70.00

Dear Corporations:

W-8602

Please file the enclosed Foreign Authorization documents, for the above referenced corporation in the State of Florida. Also enclosed is our check for \$70 to cover the necessary filing fees.

Please return the certified copy and proof of filing to:

CorpAmerica, Inc.
Alison Kochie
30 Old Rudnick Lane
Dover, DE 19901

FILED
00 MAR 29 PM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions or problems, please feel free to contact me. Thank you very much.

Sincerely,

Alison Kochie
Corporate Specialist

mtu
3/31

Enclosures

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. WAYLOAN.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. TEXAS 3. 76-0573460
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MAY 15, 1998 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. 10190 OLD RAY ROAD, SUITE 350
HOUSTON, TEXAS 77043
(Current mailing address)

8. MORTGAGE BROKER
(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: Corp America, Inc.

Office Address: 1525 South Andrews Avenue, Suite 216
Fort Lauderdale, Florida, 33316
(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.

[Signature]
(Registered agent's signature) Alison Kochie / Asst. Secretary for CorpAmerica, Inc.

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)

ATTACHED

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TALLAHASSEE, FLORIDA

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

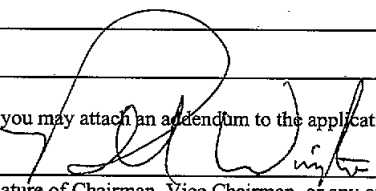
Address: _____

Treasurer: _____

Address: _____

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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. *RUSSELL WRIGHT / VICE PRESIDENT* _____
(Typed or printed name and capacity of person signing application)

ipayloan.com, Inc.

NAMES AND ADDRESSES OF OWNERS OF 10% OR MORE

Victor Angustia
Executive Vice President
Member Board of Directors
12811 Pheasant Lake Court
Houston, Texas 77041
14.29% owner

Philip Richard Cloutier
President
Member Board of Directors
9449 Briar Forest Drive, Unit 3206
Houston, Texas 77063
14.29% owner

Scott Ross Pyatt
Executive Vice President
Member of Board of Directors
9449 Briar Forest Drive, Unit 3206
Houston, Texas 77063
14.29% owner

Russell Allen Wright
Executive Vice President
Member of Board of Directors
20319 Warrington Drive
Katy, Texas 77450
14.29% owner

Lawrence P. Lobb Jr.
Secretary and Treasurer
Member of Board of Directors
1206 Campton Court
Houston, Texas 77055
14.29% owner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

IWAYLOAN.COM, INC.

File No. 1490185-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on March 24, 2000.*



Elton Bomer
Secretary of State

PH