

F00000006759

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GM FINANCIAL GROUP, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

600003458786--9
-11/09/00--01060--010
*****87.50 *****87.50

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:

Michael Marzano
(Name of Person)
GM FINANCIAL GROUP, INC.
(Firm/Company)
1191 E. Newport Center Drive, Penthouse B
(Address)
Deerfield Beach, FL 33442
(City/State and Zip code)

For further information concerning this matter, please call:

Michael Marzano at (954) 974-3800
(Name of Person) (Area Code & Daytime Telephone Number)

✓ **STREET ADDRESS:**
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

00 DEC -6 PM 12:02
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WR 12/6

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

lep



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 17, 2000

MICHAEL MARZANO
GM FINANCIAL GROUP, INC.
1191 E. NEWPORT CENTER DRIVE, PENTHOUSE
DEERFIELD BEACH, FL 33442

SUBJECT: GM FINANCIAL GROUP, INC.
Ref. Number: W00000027385

00 DEC -6 PM 12:02
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for GM FINANCIAL GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

Please provide a mailing address. If it is the same as the principal office address, you may say "same as above."

A brief description of the entity's nature of business must be included in the document.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 500A00059196



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 29, 2000

MICHAEL MARZANO
GM FINANCIAL GROUP, INC.
1191 E. NEWPORT CENTER DR, PENTHOUSE B
DEERFIELD BEACH, FL 33442

SUBJECT: GM FINANCIAL GROUP, INC.
Ref. Number: W00000027385

FILED
00 DEC -6 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for GM FINANCIAL GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

Please provide a mailing address. If it is the same as the principal office address, you may say "same as above."

A brief description of the entity's nature of business must be included in the document.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 500A00059196

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. GM FINANCIAL GROUP, 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. New York 3. 11-3566933.
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 22, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. November 1, 2000
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1191 E. Newport Center Drive, Penthouse B, Deerfield Beach, FL 33442
(Principal office address)
Same as above
(Current mailing address)

8. To provide accounting, financial planning, tax preparation, investment services and insurance.
(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: MICHAEL MARZANO

Office Address: 1191 EAST NEWPORT CENTER DRIVE, PENTHOUSE B
DEERFIELD BEACH, Florida 33442
(City) (Zip code)

FILED
00 DEC -6 PM 12:02
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.

X Michael Marzano
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: FRANK P. MARZANO

Address: 30 MAIN STREET
PORT WASHINGTON, N.Y. 11050

Vice Chairman: ROBERT G. FEDERICI

Address: 30 MAIN STREET
PORT WASHINGTON, N.Y. 11050

Director: ANTHONY J. VIOLA

Address: 30 MAIN STREET
PORT WASHINGTON, N.Y. 11050

Director: _____

Address: _____

B. OFFICERS

President: Frank P. Marzano

Address: 30 MAIN STREET, PORT WASHINGTON, N.Y. 11050

Vice President: _____

Address: _____

Secretary: Robert G. Federici

Address: 30 MAIN STREET, PORT WASHINGTON, N.Y. 11050

Treasurer: ANTHONY J. VIOLA

Address: 30 MAIN STREET, PORT WASHINGTON, N.Y. 11050

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X Robert G. Federici
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

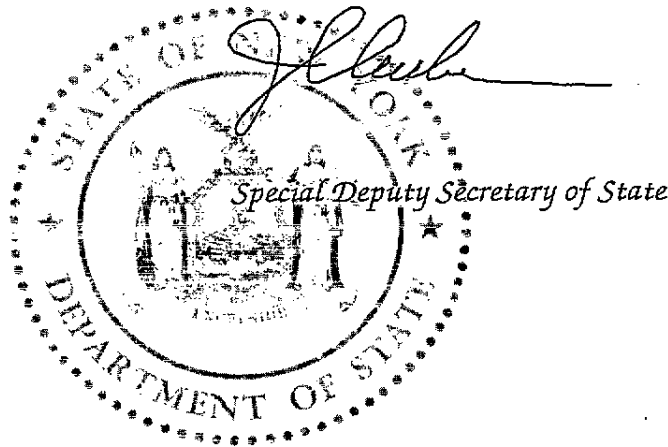
14. ROBERT G. FEDERICI, VICE-CHAIRMAN
(Typed or printed name and capacity of person signing application)

FILED
00 DEC -6 PM 12:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of New York)
Department of State) ss:

I hereby certify, that the Certificate of Incorporation of GM FINANCIAL GROUP, INC. was filed on 09/22/2000, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of November
two thousand.



200011170373 51

FILED
00 DEC -6 PM 12: 03
SECRETARY OF STATE
TALMADGE BLDG FLORIDA