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CRAIGER, MULTHAUF & HAMMES, LLP
A WISCONSIN LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AT LAW

Philip J. Remmers

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October 8, 2001

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800004636138--4
-10/15/01--01037--005
*****70.00 *****70.00

RE: Payback Holding, Inc.

Dear Sir/Madam:

Enclosed please find a Transmittal Letter, Certificate of Existence and Application by Foreign Corporation for Authorization to Transact Business in Florida for Payback Holdings, Inc. Also enclosed is our firm check in the amount of \$70.00 to cover the filing fee. Please process this in your usual manner.

After the documents have been recorded, please indicate the recording information on the enclosed copy of this letter and return it to me in the envelope provided.

Thank you for your assistance.

Very truly yours,


Philip J. Remmers

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TALLAHASSEE, FLORIDA

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Enclosures

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Payback Holdings, 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:

Philip J. Remmers
(Name of Person)

Cramer, Multhauf & Hammes, LLP
(Firm/Company)

1601 E. Racine Ave., Suite 220, P.O. Box 558
(Address)

Waukesha, WI 53187-0558
(City/State and Zip code)

For further information concerning this matter, please call:

Phil Remmers at (262) 542-4278
(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

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

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

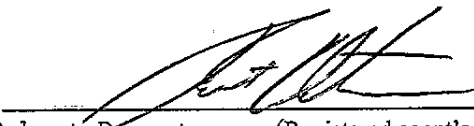
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Payback Holdings, 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. Wisconsin 3. 39-2028882
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5-3-01 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(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. 725 North A1A, Suite A-106, Jupiter, FL 33477
(Principal office address)
20825 Swenson Drive, Suite 150, Waukesha, WI 53186
(Current mailing address)

8. _____
(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: Robert Duersten
Office Address: 725 North A1A, Suite A-106
Jupiter Florida 33477
(City) (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.


Robert Duersten (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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Dennis G. Panches

Address: 19900 Beach Road, Apt. 503

Tequesta, FL 33469

Vice Chairman: _____

Address: _____

Director: Dennis G. Panches

Address: 19900 Beach Road, Apt. 503

Tequesta, FL 33469

Director: _____

Address: _____

B. OFFICERS

President: Dennis G. Panches

Address: 19900 Beach Road, Apt. 503

Tequesta, FL 33469

Vice President: Dennis G. Panches

Address: 19900 Beach Road, Apt. 503

Tequesta, FL 33469

Secretary: Beverly Wortman

Address: 20825 Swenson Drive, Suite 150, Waukesha, WI 53186

Treasurer: Dennis G. Panches

Address: 19900 Beach Road, Apt. 503, Tequesta, FL 33469

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

13. Beverly Wortman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Beverly Wortman, Secretary
(Typed or printed name and capacity of person signing application)

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United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator of the Division of Corporate & Consumer Services of the Department of Financial Institutions, do hereby certify that

PAYBACK HOLDINGS, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is MAY 3, 2001.

I further certify that said corporation has not yet completed its initial report year and, accordingly, has not yet filed an annual report under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats.; and that said corporation has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department on October 4, 2001

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY:

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TALLAHASSEE, FLORIDA

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.