

CORPORATE AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOUISVILLE, KY 40202
TALLAHASSEE, FL 32301
222-1173

F02000000143

FILED
02 JAN -9 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 1-9-02

REF. #: 0173.4304

CORP. NAME: FIRST STATE FINANCIAL CORPORATION
CROSS REF: QUICK2LEND.COM CORPORATION

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

RECEIVED
02 JAN -9 AM 10:46

STATE FEES PREPAID WITH CHECK# 26321 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

500004761665--6
-01/09/02--01021--022
*****70.00 *****70.00

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

BK

Examiner's Initials

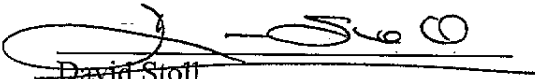
RESOLUTION OF BOARD OF DIRECTORS

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TALLAHASSEE, FLORIDA

I, the undersigned, David Stoll, do hereby certify that this Resolution of the Board of Directors of FirstState Financial Corporation, a corporation duly organized and existing under the laws of the State of Delaware was duly adopted on January 2, 2002.

Resolved, that First State Financial Corporation, organized and existing in the State of Delaware, hereby adopts the name Quick2Lend.com, for use in Florida.
Corporation,

Dated: January 2, 2002



David Stoll
Director

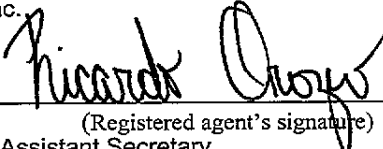
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

02 JAN -9 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, 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. FIRST STATE FINANCIAL CORPORATION
(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. Delaware 3. 33-0879877
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 28, 1999 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. 20411 S.W. Birch Street, Suite 360, Newport Beach, CA 92660
(Principal office address)
20411 S.W. Birch Street, Suite 360, Newport, CA 92660
(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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, Florida 32301
(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.

NRAI Services, Inc.
By: 
(Registered agent's signature)
Ricardo Orozco, Assistant Secretary

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: David Stoll
Address: 20411 S.W. Birch Street, Suite 360
Newport Beach, CA 92660

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: David Stoll
Address: 20411 S.W. Birch Street, Suite 360
Newport Beach, CA 92660

Vice President: _____

Address: _____

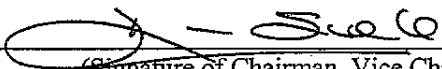
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. David Stoll, President
(Typed or printed name and capacity of person signing application)

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Delaware

PAGE 1

The First State

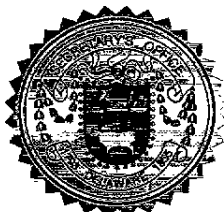
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST STATE FINANCIAL CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FIRST STATE FINANCIAL CORPORATION" WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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02 JAN -9 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1543795

DATE: 01-07-02