

F02000001290

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : COMPLIANCE CONSULTING CORPORATION OF FLORIDA
Account Number : 120010000135
Phone : (561)586-3645
Fax Number : (561)586-6335

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FOREIGN PROFIT QUALIFICATION

CDC Financial Group, Inc.

Certificate of Status	0
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. CDC 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. **Colorado**
(State or country under the law of which it is incorporated)
- 3. **841462769**
(FEI number, if applicable)
- 4. **5/29/98**
(Date of Incorporation)
- 5. **Perpetual**
(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. **1220 S. Parker Rd., Suite 200
Denver, CO 80231**
(Current mailing address)
- 8. **Mortgage brokerage and lending**
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

**Name: Compliance Consulting Corporation of Florida ✓
521 Lake Avenue, Suite 4
Lake Worth, FL 33460**

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 to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Compliance Consulting Corporation of Florida

(Registered agent's signature)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application 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)

Joseph W. Croke, President
1220 S. Parker Rd., Suite 200
Denver, CO 80231

Mary Laura Odell, Vice Pres.
1220 S. Parker Rd., Suite 200
Denver, CO 80231

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

13. Mary Laura O'Dell
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

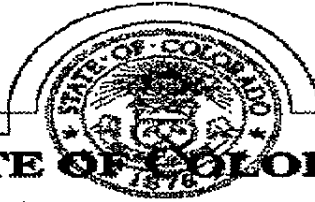
14. Mary Laura Odell, VP
(Typed or printed name and capacity of person signing application)

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STATE OF COLORADO
DEPARTMENT OF
STATE
CERTIFICATE

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,
hereby certify that, according to the records of this office,

CDC FINANCIAL GROUP, INC.
(Colorado CORPORATION)
File # 19981099417

was filed in this office on May 29, 1998 and has complied with the applicable provisions
of the laws of the State of Colorado and on this date is in good standing and authorized and
competent to transact business or to conduct its affairs within this state.

Dated: February 11, 2002

For Validation:
Certificate ID: 828028
To validate this certificate, visit the following
web site: www.sos.state.co.us/validateCertificate
or call: 1-800-782-2222


Donetta Davidson
SECRETARY OF STATE

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Colorado Secretary of State

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
Colorado Secretary of State



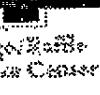
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Certificate Valid

A Certificate of Good Standing was issued by the Colorado Secretary of State bearing Certificate ID 538045, having a Certificate Date of February 11, 2002, pertaining to the business entity **CDC FINANCIAL GROUP, INC.**, identified by business entity File # 19981099417.

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