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Regulatory Counsel Group, Inc.
Mortgage Licensing & Compliance Advisors
www.regulatorycounsel.com

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TALLAHASSEE, FLORIDA

February 5, 2003

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

RE: Madison First Financial, Inc.

To Whom It May Concern:

This provides you with information on behalf of **Madison First Financial, Inc.** to establish them as a foreign corporation to transact business in your State. As their Agent, Regulatory Counsel Group, Inc. has enclosed the following:

1. A Check for $78.75(Filing fee)
2. Two (2) original qualification documents (signed)
3. Certificate of Good Standing
4. A self-addressed, stamped envelope to send one original back to RCG's attention.

Please send all correspondence to:

Regulatory Counsel Group, Inc.
295 West Crossville Road
Suite 530
Roswell, GA 30075

Thank you for our cooperation in this matter. Should you require any additional information, please call our office at 770.992.7779.

Sincerely,

Roberta Hankin

Enclosures

Cc: Scott Scher

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Madison First Financial, 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:

Scott Scher
(Name of Person)

Regulatory Counsel Group, Inc.
(Firm/Company)

295 West Crossville Road, Suite 530
(Address)

Roswell, GA 30075
(City/State and Zip code)

For further information concerning this matter, please call:

Scott Scher at (770) 992-7779
(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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. Madison First Financial, 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. Pennsylvania
(State or country under the law of which it is incorporated)

3. 23-2977524
(FEI number, if applicable)

4. 09/28/1998
(Date of incorporation)

5. Perpetual
(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. 989 Old Eagle School Road, #801, Wayne, PA 19087
(Principal office address)

Same
(Current mailing address)

8. Mortgage Lender
(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 (City), Florida 32301 (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)
Scott Scher, 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:**

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A. DIRECTORS

Chairman: N/A

Address: _____

_____

Vice Chairman: N/A

Address: _____

_____

Director: Timothy A. Clark

Address: 989 Old Eagle School Road, #801

Wayne, PA 19087

Director: James C. Covis

Address: 989 Old Eagle School Road, #801

Wayne, PA 19087

B. OFFICERS

President: Timothy A. Clark

Address: 989 Old Eagle School Road, #801

Wayne, PA 19087

Vice President: James C. Covis

Address: 989 Old Eagle School Road, #801

Wayne, PA 19087

Secretary: Timothy A. Clark

Address: 989 Old Eagle School Road, #801, Wayne, PA 19087

Treasurer: James C. Covis

Address: 989 Old Eagle School Road, #801, Wayne, PA 19087

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. Timothy A. Clark, President
(Typed or printed name and capacity of person signing application)