

FD3000 002198

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

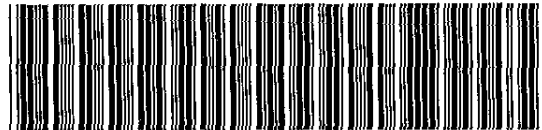
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/02/03--01009--019 **70.00

AND
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03/17/01 AM 8:30

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STATE
NOTES

5-22-03

CT CORPORATION

May 1, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5795188 WO
Customer Reference 1: None
Customer Reference 2: TN & FL

Dear Secretary of State, Florida:

Please file the attached:

Freedom Financial Group, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

AND
FILED
CLERK OF COURT
MAY -1 AM 8:30

**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. Freedom 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. Delaware 3. 43-1647559
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/13/2001 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. 3042 East Elm Street, Springfield, MO 65802
(Principal office address)
same
(Current mailing address)
8. Buy consumer installment loans in bulk and provide consumer installment direct lending.
(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: c/o C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

By: Jonathan L. Miles
(Registered agent's signature) Asst. Secy.

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.

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Secretary/Treasurer, do hereby certify that this Resolution of the Board of Directors of Freedom Financial Group, Inc. a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on 04/21/2003.

Resolved, that Freedom Financial Group, Inc. hereby adopts the name Freedom Financial Group of Delaware, Inc. for use in Florida.

Dated: 4/21/2003


Signature of Corporate Secretary

AND
FILED
03 MAY - 1 AM 8:30
STATE OF FLORIDA
CLERK OF SUPREME COURT

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

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. Dan Graham

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

14. Dan Graham, Secretary/Treasurer and Chief Financial Officer

(Typed or printed name and capacity of person signing application)

Freedom Financial Group, Inc.

BOARD OF DIRECTORS

Jerry Fenstermaker
Freedom Financial Group, Inc.
3042 East Elm Street
Springfield, MO 65802

Gary Lipscomb
Lipscomb Auto Group
3145 S Campbell Avenue
Springfield, MO 65807

Vern Schweigert
Biltmore Associates
1121 East Missouri, Suite 100
Phoenix, AZ 85014

03 MAY - 1 AM 8:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED
AHD

Freedom Financial Group, Inc.
APPOINTED CORPORATE OFFICERS

Jerry Fenstermaker,
President and Chief Executive Officer
Freedom Financial Group, Inc.
3042 East Elm Street
Springfield, MO 65802

Dan Graham,
Secretary/Treasurer and Chief Financial Officer
Freedom Financial Group, Inc.
3042 East Elm Street
Springfield, MO 65802

Jim Browne,
Vice-President
The Credit Group, Inc.
9th Floor
191 Lombard Avenue
Winnipeg, Manitoba CANADA R3B0X1

NOTED
AND
FILED
03 MAY - 1 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

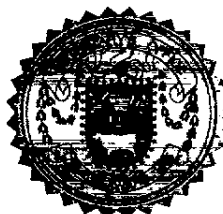
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FREEDOM FINANCIAL GROUP, INC." 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 EIGHTEENTH DAY OF APRIL, A.D. 2003.

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.



3456537 8300

030255233

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2373292

DATE: 04-18-03