

F04000001105

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

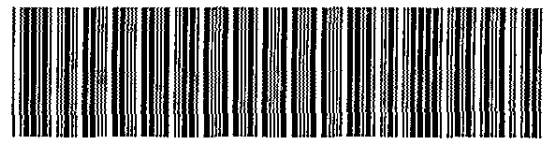
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LC02/27/04

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DIVISION OF CORPORATIONS
04 FEB 27 PM 4:06

Buchalter Nemer Fields & Younger

A Professional Law Corporation

601 SOUTH FIGUEROA STREET, SUITE 2400, LOS ANGELES, CALIFORNIA 90017-5704
TELEPHONE (213) 891-0700 / FAX (213) 896-0400

File Number: L5530-0001
Direct Dial Number: (213) 891-5930
E-Mail: nwright@buchalter.com

December 18, 2003

VIA CERTIFIED MAIL

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB 27 PM 4:06
W04-35

Re: DG Acquisition Corp.
Application By Foreign Corporation for Authorization to Transact Business

Dear Sir or Madam:

On behalf of DG Acquisition Corp., a Delaware Corporation, enclosed for filing are the following items:

1. One original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application");
2. Certificate of Good Standing issued by the Delaware Secretary of State office; and
3. Check No. 2147 in the amount of \$78.75, payable to Florida Department of State, to cover the filing fees.

Please file the original and return a conformed copy of the Application to the undersigned in the envelope provided.

If you have any questions or require any further information, please contact the undersigned at (213) 891-5930.

Very truly yours,


Nancy L. Wright
Senior Corporate Paralegal

Enclosures

cc: Jeff Ackroyd
Melissa Richards, Esq.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 6, 2004

NANCY L. WRIGHT
BUCHALTER NEMER FIELDS & YOUNGER
601 SOUTH FIGUEROA STREET, SUITE 2400
LOS ANGELES, CA 90017-5704

SUBJECT: DG ACQUISITION CORP.
Ref. Number: W04000000352

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STATE DEPT OF STATE
DIVISION OF CORPORATIONS
04 FEB 27 PM 4:06

We have received your document for DG ACQUISITION CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please note that this adopted name is for use in Florida only, and does not affect your filing in Delaware in any way.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 904A00000458

Buchalter Nemer Fields & Younger

A Professional Law Corporation

601 SOUTH FIGUEROA STREET, SUITE 2400, LOS ANGELES, CALIFORNIA 90017-5704
TELEPHONE (213) 891-0700 / FAX (213) 896-0400

Direct Dial Number: (213) 891-5930
E-Mail: nwright@buchalter.com

February 23, 2004

VIA CERTIFIED MAIL

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

Attention: Lee Rivers/Document Specialist

Re: Application By Foreign Corporation for Authorization to Transact Business
Reference No. W04000000352/Letter Number 904100000458

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DIVISION OF CORPORATIONS
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Dear Mr. Rivers:

We attempted to qualify DG Acquisition Corp., a Delaware corporation in the State of Florida in January of this year. We received a letter dated January 6, 2004 from you indicating that the name was not available for use in Florida. Since that date DG Acquisition Corp. has changed its name to DeepGreen Financial, Inc. in Delaware and now wishes to qualify under that name. Enclosed for filing are the following items:

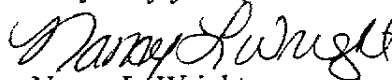
1. One original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application"); and
2. Certificate of Good Standing issued by the Delaware Secretary of State office.

Also enclosed is a copy of your letter dated January 6, 2004 for your reference. It is my understanding the check for the filing fees we sent to you before would be applied to this filing.

Please file the original and return a conformed copy of the Application to the undersigned in the envelope provided.

If you have any questions or require any further information, please contact the undersigned at (213) 891-5930.

Very truly yours,



Nancy L. Wright
Senior Corporate Paralegal

Enclosures

cc: Jeff Ackroyd

**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. DeepGreen Financial, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 23, 2003 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. 5800 Lombardo Center, Suite 100, Seven Hills, OH 44131
(Principal office address)

5800 Lombardo Center, Suite 100, Seven Hills, OH 44131
(Current mailing address)

8. mortgage banking F63-1015
(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: Corporate Research Solutions, Inc.

Office Address: 1333 N. Duval Street

Tallahassee, Florida 32303
(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.

Corporate Research Solutions, Inc.

Howard Crager, Secretary
(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.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. _____

Michael E. Reding, Chief Operating Officer

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

DEEPGREEN FINANCIAL, INC.
LIST OF DIRECTORS AND OFFICERS

DIRECTORS:

David Glenn
5800 Lombardo Center, Suite 100
Seven Hills, Ohio 44131

Bruce J. Rubin
5800 Lombardo Center, Suite 100
Seven Hills, Ohio 44131

OFFICERS:

President	Bruce J. Rubin 5800 Lombardo Center, Suite 100 Seven Hills, Ohio 44131
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Treasurer	Bruce J. Rubin 5800 Lombardo Center, Suite 100 Seven Hills, Ohio 44131
-----------	--

Chief Operating Officer:	Michael E. Reding 5800 Lombardo Center, Suite 100 Seven Hills, Ohio 44131
--------------------------	---

Secretary:	Bruce J. Rubin 5800 Lombardo Center, Suite 100 Seven Hills, Ohio 44131
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DIVISION OF CORPORATIONS
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Delaware

PAGE 1

The First State

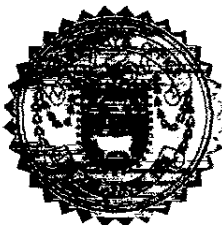
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DEEPPGREEN FINANCIAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DEEPPGREEN FINANCIAL, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF SEPTEMBER, 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 FEB 27 PM 4:06



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2939670

3707124 8300

040118581

DATE: 02-19-04