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C CORPORATION SYSTEM

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Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

PTF Financial Corp.

Certificate of Status	0
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Page Count	04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 MAR 22 8:58

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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. PTF Financial Corp.
(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. Colorado 3. 56-2425182
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/29/2003 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5670 Greenwood Plaza Boulevard, Suite 425, Greenwood Village, CO 80111
(Principal office address)

5670 Greenwood Plaza Boulevard, Suite 425, Greenwood Village, CO 80111
(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 NOT acceptable)

Name: CT 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: Jennifer Quinn
(Registered agent's signature)

Jennifer Quinn
Assistant Secretary

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TALLAHASSEE, FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Derek Spring

Address: 5670 Greenwood Plaza Boulevard, Suite 425, Greenwood Village, CO 80111

Vice President: _____

Address: _____

Secretary: Craig Spring

Address: 5670 Greenwood Plaza Boulevard, Suite 425, Greenwood Village, CO 80111

Treasurer: _____

Address: _____

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TALLAHASSEE, FL

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. Derek Spring, President _____
(Typed or printed name and capacity of person signing application)

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Donetta Davidson, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

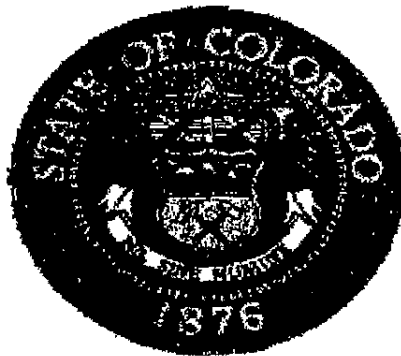
PTF FINANCIAL CORP.

is a
Corporation

formed or registered on 12/29/2003 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20031408133 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/04/2005 that have been posted, and by documents delivered to this office electronically through 03/11/2005 @ 14:12:51 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 03/11/2005 @ 14:12:51 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6170361 .



Donetta Davidson
Secretary of State of the State of Colorado

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TALLAHASSEE, FL 32310

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/ct/certificatesSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."