

F05000002585

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

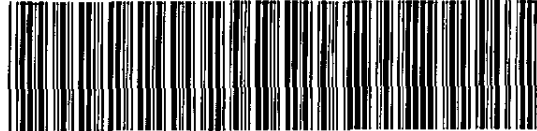
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FILING REQUEST

April 19, 2005

FLORIDA SECRETARY OF STATE

<i>Type of Filing:</i>	QUALIFICATION
<i>Subject(s):</i>	COBALT FINANCIAL, INC.
<i>Form(s) Enclosed:</i>	APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS
<i>Supporting Document(s):</i>	CERTIFICATE OF GOOD STANDING
<i>Check Enclosed:</i>	CHECK #18844 FOR \$70.00
<i>Return Via:</i>	REGULAR MAIL
<i>Filing Method:</i>	ASAP

PLEASE RETURN TO: PREMIER CORPORATE SERVICES, INC.
590 PARK STREET, SUITE 6
ST. PAUL, MN 55103

Please call me at **1-800-227-1256** if there are any questions.

Thank you!

Jackie Sorman

FILED
105 12 25 P 12:16
CLERK OF THE STATE
OF FLORIDA

**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. Cobalt 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

(State or country under the law of which it is incorporated)

3. 20-0412290

(FEI number, if applicable)

4. 11/19/2003

(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. 155 Maple Street, Springfield, MA 01105

(Principal office address)

155 Maple Street, Springfield, MA 01105

(Current mailing address)

8. Real Estate Investment

(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: 2731 Executive Park Drive, Suite 4

Weston

(City)

, Florida 33331

(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)

Jackie Sorman, 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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JUN 25 PM 12:16

U.S. DEPT. OF JUSTICE
FBI - SPRINGFIELD

A. DIRECTORS

Chairman: William Foster

Address: 155 Maple Street, Springfield, MA 01105

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: William Foster

Address: 155 Maple Street, Springfield, MA 01105

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. _____

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

14. William Foster, President

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COBALT 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 FOURTEENTH DAY OF APRIL, A.D. 2005.

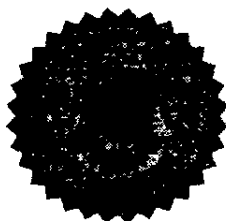
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COBALT FINANCIAL, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF NOVEMBER, A.D. 2003.

3729702 8300

050304616



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3813611

DATE: 04-14-05

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Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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Vice President: _____

Address: _____

Secretary: _____

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