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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

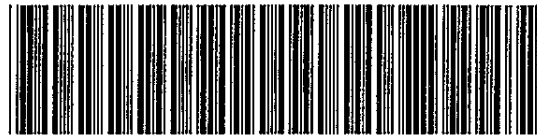
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALAHASSEE, FLORIDA

W05-36878
J. BRYAN AUG -4 2005

J. BRYAN AUG 12 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ratecast 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:

John Pereless
(Name of Person)

Morgan Financial
(Firm/Company)

7955 Airport-Pulling Road North, Suite 202
(Address)

Naples, Florida 34109
(City/State and Zip code)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Alexander C. Anguiano at (818) 887-2911
(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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 4, 2005

JOHN PERELESS
MORGAN FINANCIAL
7955 AIRPORT-PULLING ROAD NORTH, SUITE 2
NAPLES, FL 34109

SUBJECT: RATECAST FINANCIAL, INC.
Ref. Number: W05000036878

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TALLAHASSEE, FLORIDA

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 105A00050286

ALEXANDER C. ANGUIANO, CPA
A PROFESSIONAL CORPORATION
SUITE 204
20969 VENTURA BOULEVARD
WOODLAND HILLS, CALIFORNIA 91364
TELEPHONE (818) 887-2911 FAX (818) 887-2646

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

August 5, 2005

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
ATTN: Joey Bryen

Re: Ratecast Financial, Inc.

Dear Joey,

Enclosed please find the replacement page for the Application by Foreign Corporation for Authorization to Transact Business in Florida indicating the alternate corporate name for the purpose of transacting business in Florida.

If you have any questions or concerns, please call me immediately at the above phone number.

Sincerely,



Ellen Schweiger
Office Manager



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 8, 2005

JOHN PERELESS
MORGAN FINANCIAL
7955 AIRPORT-PULLING ROAD NORTH, SUITE 2
NAPLES, FL 34109

SUBJECT: RATECAST FINANCIAL, INC.
Ref. Number: W05000036878

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

You failed to make the correction(s) requested in our previous letter.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 905A00050842

ALEXANDER C. ANGUIANO, CPA
A PROFESSIONAL CORPORATION
SUITE 204
20969 VENTURA BOULEVARD
WOODLAND HILLS, CALIFORNIA 91364
TELEPHONE (818) 887-2911 FAX (818) 887-2646

August 11, 2005

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
ATTN: Joey Bryen

Re: Ratecast Financial, Inc.

Dear Joey,

Enclosed please find the original Certificate of Existence with Status in Good Standing from the Secretary of State in Nevada for the above named corporation.

If you have any questions or concerns, please call me immediately at the above phone number.

Sincerely,



Ellen Schweiger
Office Manager

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DIVISION OF CORPORATIONS
TALLAHASSEE, 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. Ratecast Financial, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Ratecast Financial Services, Inc.

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

2. Nevada 20-2181447
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 13, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 15, 2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7955 Airport-Pulling Road North, Suite 202, Naples, Florida 34109
(Principal office address)

(Current mailing address)

8. Financial Services
(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: Suzanne Pereless

Office Address: 7955 Airport-Pulling Road North, Suite 202
Naples, Florida 34109
(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.

Suzanne Pereless
(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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CORPORATIONS
STATE OF FLORIDA

A. DIRECTORS

Chairman: Suzanne Pereless
Address: 7955 Airport-Pulling Road North, Suite 202
Naples, FL 34109

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

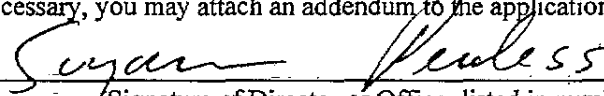
President: Suzanne Pereless
Address: 7955 Airport-Pulling Road North, Suite 202
Naples, FL 34109

Vice President: Suzanne Pereless
Address: 7955 Airport-Pulling Road North, Suite 202
Naples, FL 34109

Secretary: Suzanne Pereless
Address: 7955 Airport-Pulling Road North, Suite 202, Naples, FL 34109

Treasurer: Suzanne Pereless
Address: 7955 Airport-Pulling Road North, Suite 202, Naples, FL 34109

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. Suzanne Pereless, President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **RATECAST FINANCIAL, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 13, 2005, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on August 8, 2005.



Dean Heller

DEAN HELLER
Secretary of State

By

Chal
Certification Clerk