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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

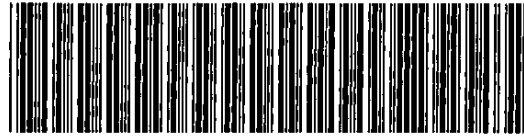
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton FEB 15 2007

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: THE DOWNS GROUP, 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 R. DOWNS II

(Name of Person)

THE DOWNS GROUP, INC.

(Firm/Company)

PO BOX 11087

(Address)

MARINA DEL REY, CA 90295

(City/State and Zip code)

For further information concerning this matter, please call:

JOHN R. DOWNS II

(Name of Person)

at (

310

(Area Code & Daytime Telephone Number)

666-5343
~~890-2702~~

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

**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. **THE DOWNS GROUP, INC.**

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

AFFILIATED WHOLESALE LENDING, INC.

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

2. **CALIFORNIA**

3. **20-4737814**

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

(FEI number, if applicable)

4. **1-18-2006**

5. **PERPETUAL**

(Date of incorporation)

(Duration: Year corp. will cease to exist or "perpetual")

YET TO TRANSACT BUSINESS

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

7. **4478 VIA MARINA, P93, MARINA DEL REY, CA 90292**

(Principal office address)

PO BOX 11087, MARINA DEL REY, CA 90295

(Current mailing address)

8. **RESIDENTIAL MORTGAGE BROKERAGE**

(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:

Don Williams

Office Address:

1160 Scenic Drive Hwy. # A311

Destin

(City)

, Florida

32550

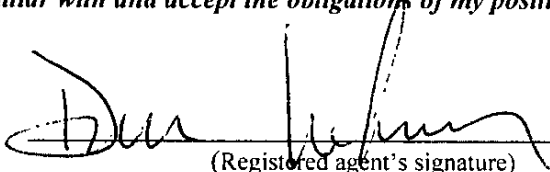
(Zip code)

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TALLAHASSEE, FLORIDA

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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.


(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:

A. DIRECTORS

Chairman: JONATHAN DOWNS

Address: 4478 VIA MARINA, P93
MARINA DEL REY, CA 90292

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: JOHN R. DOWNS II

Address: 4478 VIA MARINA, P93
MARINA DEL REY, CA 90292

Vice President: _____

Address: _____

Secretary: JOHN R. DOWNS II

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. _____

John R. Downs II - President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California
Secretary of State

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the **18th day of January, 2006**, **THE DOWNS GROUP, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
February 2, 2007.



Debra Bowen

DEBRA BOWEN
Secretary of State