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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

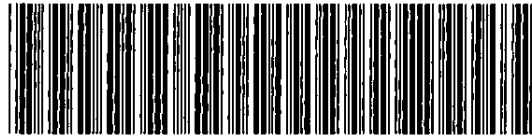
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

J. Shivers MAY 27 2008

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MICROFINANCE INTERNATIONAL CORPORATION

(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:

Daniel Weiss

(Name of Person)

Microfinance International Corporation

(Firm/Company)

1325 Massachusetts Ave NW Suite 250

(Address)

Washington DC 20005

(City/State and Zip code)

For further information concerning this matter, please call:

Daniel Weiss

(Name of Person)

at (202) 737-5460

(Area Code & Daytime Telephone Number)

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

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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 607.1103, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. MICROFINANCE INTERNATIONAL CORPORATION

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "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. 55-0839190

(FEI number, if applicable)

4. June 18, 2003

(Date of incorporation)

5. Perpetual

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

6. not applicable

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

7. 1325 Massachusetts Ave NW Suite 250, Washington DC 20005

(Principal office address)

1325 Massachusetts Ave NW Suite 250, Washington DC 20005

(Current mailing address)

8. To conduct non bank 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: **NRAI Services, Inc.**

Office Address: **2731 Executive Park Dr Suite 4**

Weston, Florida **33331**

(City)

(Zip code)

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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.

By: Xonda Diven, Asst. Secretary
05/19/08 (Registered agent's signature)

Xonda Diven, 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:

A. DIRECTORS

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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. _____

Daniel Weiss, SVP

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

MFIC Directors

Name	Business Address
James Orr (Chairman)	James Orr Associates, 1726 M Street NW, Suite 200 Washington DC 20036
Atsumasa Tochisako	Microfinance International Corp, 1325 Massachusetts Ave, Suite 250, NW, Washington DC 20005
William Chandler Moss	MicroBanx Systems LLC, 746 Walker Road, Suite 10-115, Great Falls, VA 22066
Kai Martin Schmitz	Microfinance International Corp, 1325 Massachusetts Ave, Suite 250, NW, Washington DC 20005
Tomohiro Yuki	International Access Corporation 1015 18th St. N.W. Suite 504 Washington, DC 20036
Thomas W. Bird	FARM Capital Services, LLC 151 Everett, Concord MA 01742

MFIC Officers

Atsumasa Tochisako (President & CEO)	Microfinance International Corp, 1325 Massachusetts Ave, Suite 250, NW, Washington DC 20005
Kai Martin Schmitz (EVP & COO)	Microfinance International Corp, 1325 Massachusetts Ave, Suite 250, NW, Washington DC 20005
Daniel Andrew Weiss (Senior Vice President, & Corporate Secretary)	Microfinance International Corp, 1325 Massachusetts Ave, Suite 250, NW, Washington DC 20005
Peter J Bernota (Senior Vice President Finance)	Microfinance International Corp, 1325 Massachusetts Ave, Suite 250, NW, Washington DC 20005

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MICROFINANCE INTERNATIONAL CORPORATION" 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 TWENTY-SECOND DAY OF APRIL, A.D. 2008.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6540930

DATE: 04-22-08