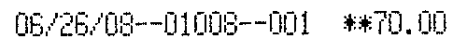


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**COVER LETTER**

**TO:** New Filing Section

Division of Corporations

**SUBJECT:** FirstService 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:

Laura Bergeron

(Name of Person)

Ferrante & Associates

(Firm/Company)

126 Prospect Street

(Address)

Cambridge, MA 02139

(City/State and Zip code)

For further information concerning this matter, please call:

Laura Bergeron

(Name of Person)

at ( 617 ) 868-5000

(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

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. FirstService 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. 23-2964833

(FEI number, if applicable)

4. 2/13/1998

(Date of incorporation)

5. perpetual

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

6. N/A

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

7. 901 S. Trooper Road, Norristown, PA 19403

(Principal office address)

same

(Current mailing address)

8. any lawful act or activity for which corporations may be organized

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

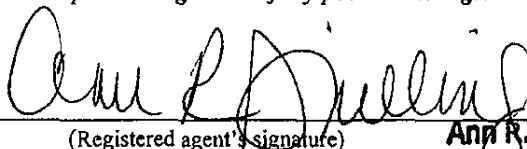
, Florida 32301

(Zip code)

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TALLAHASSEE, FLORIDA

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)

**Ann R. Shilling, Assistant VP**

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: John Friedrichsen

Address: 1140 Bay Street, Suite 4000  
Toronto, ON M5S 2B4 Canada

Vice Chairman: David Epstein

Address: 901 S. Trooper Road  
Norristown, PA 19403

Director: Gene Gomberg

Address: 2950 N 28th Terrace  
Hollywood, FL 33020

Director: D. Scott Patterson

Address: 1140 Bay Street, Suite 4000  
Toronto, ON M5S 2B4 Canada

**B. OFFICERS**

President: Peter Gordon

Address: 901 South Trooper Road  
Norristown, PA 19403

Vice President: N/A

Address: \_\_\_\_\_

Secretary: David Epstein

Address: 901 South Trooper Road, Norristown, PA 19403

Treasurer: Frank Peditto

Address: 901 South Trooper Road, Norristown, PA 19403

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. \_\_\_\_\_

DAVID EPSTEIN Secretary

(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 "FIRSTSERVICE 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 FIFTH DAY OF JUNE, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FIRSTSERVICE FINANCIAL, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF FEBRUARY, A.D. 1998.

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.



2856299 8300

080665592

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6638521

DATE: 06-05-08