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(City/State/Zip/Phone #)

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COVER LETTER

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TO: New Filing Section
Division of Corporations

SUBJECT: First 1 Financial 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:

Paul V. Gayle CFO / V. President
(Name of Person)
First 1 Financial Corporation
(Firm/Company)
600 Cordwainer Drive
(Address)
Norwell, MA 02061
(City/State and Zip code)

For further information concerning this matter, please call:

Ramona Caruso at (781) 871-4220 x1009
(Name of Person) (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. First 1 Financial Corporation
(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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/19/2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Estimate start 10/1/08
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 600 Cordwainer Drive, Norwell, MA 02061
(Principal office address)
P.O. Box 5129, Norwell, MA 02061
(Current mailing address)

8. Sub-prime Auto Finance Company
(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: CT Corporation System

Office Address: 1200 South Pine Island Rd.

Plantation

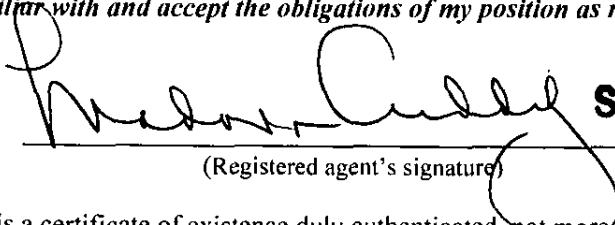
(City)

, Florida 33324
(Zip code)

Broward County

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)

Madonna Cuddihy
Special 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.

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12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Salvatore Nuzzo 2000 DEC -1 PM 1:49

Address: 118 St. Mellions Dr.
Pinehurst, NC 28374

Vice Chairman: _____

Address: _____

Director: David Nuzzo

Address: 904 Clinton St.
Philadelphia, PA 19107

Director: Vincent Cogliano

Address: 70 Old Washington St.
Pembroke, MA 02359

B. OFFICERS

President: Vincent Cogliano

Address: (above)

Vice President: Paul V. Gayle

Address: 148 Metzler Rd.
E. Bridgewater, MA 02324

Secretary: Vincent Cogliano

Address: (above)

Treasurer: Paul V. Gayle

Address: (above)

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Vincent Cogliano JR
(Signature of Director or Officer listed in number 12 of the application)

14. Vincent Cogliano President / Director
(Typed or printed name and capacity of person signing application)

Delaware

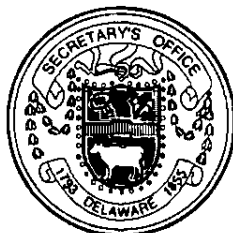
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST 1 FINANCIAL 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-EIGHTH DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FIRST 1 FINANCIAL CORPORATION" WAS INCORPORATED ON THE NINETEENTH DAY OF AUGUST, A.D. 2003.

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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: 6936981

DATE: 10-28-08