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(Address)

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(City/State/Zip/Phone #)

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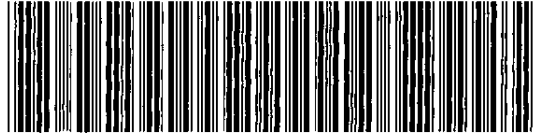
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/22/09--01038--010 **78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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11/17

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COUNSELORS AT LAW

2 North Highway 31

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Haddonfield Office

30 Washington Avenue – Suite B-4
Haddonfield, New Jersey 08033

^o L.L.M., TAXATION
* Also Admitted in Pennsylvania
• Also Admitted in New York

April 14, 2009

Via Federal Express (2nd Day)

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

**Re: Application of Greener Dawn Financial, Inc. for Authorization to Transact
Business in the State of Florida**

Dear Sir/Madam:

In respect of the above Application, enclosed please find the following: (1) a cover letter; (2) the original duly executed Application by Foreign Corporation for Authorization to Transact Business in Florida; (3) an original Certificate of Status from the applicant's state of incorporation, California; and (4) this firm's check payable to "Florida Department of State" in the amount of \$78.75 in payment of the applicable filing and certified copy fees. Please file the enclosed Application at your earliest convenience and return the filed and certified copies to the undersigned.

Please do not hesitate to contact me with any questions regarding this filing. Thank you for your assistance in this matter.

Sincerely,


Matthew T. Kelley

Enclosures

cc: Courtland D. Weisleder

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Greener Dawn 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:

Matthew T. Kelley, Esq.

(Name of Person)

Lanciano & Associates, L.L.C.

(Firm/Company)

2 North Highway 31

(Address)

Pennington, New Jersey 08534

(City/State and Zip code)

For further information concerning this matter, please call:

Matthew T. Kelley, Esq. at (609) 452-7100
(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. Greener Dawn 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. State of California

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

3. 26-4239755

(FEI number, if applicable)

4. February 11, 2009

(Date of incorporation)

5. Perpetual

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

6. _____

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

7. 7825 Fay Street, Suite 200, La Jolla, California 92037

(Principal office address)

7825 Fay Street, Suite 200, La Jolla, California 92037

(Current mailing address)

8. Sales 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: Brooke R. Weisleder

Office Address: 53 Tarpon Lane, ORC

Key Largo, Florida 33037

(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.


(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: Courtland D. Weisleder

Address: 312 North Sierra Avenue, Solana Beach, California 92075

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Courtland D. Weisleder

Address: 312 North Sierra Avenue, Solana Beach, California 92075

Vice President: _____

Address: _____

Secretary: Courtland D. Weisleder

Address: 312 North Sierra Avenue, Solana Beach, California 92075

Treasurer: Courtland D. Weisleder

Address: 312 North Sierra Avenue, Solana Beach, California 92075

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. Courtland D. Weisleder, President and Director

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

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**State of California
Secretary of State**

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AND
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TALLAHASSEE, FLORIDA

CERTIFICATE OF STATUS

ENTITY NAME:

GREENER DAWN FINANCIAL, INC.

FILE NUMBER: C3187269
FORMATION DATE: 02/10/2009
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

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

The records of this office indicate the entity is authorized to exercise
all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of April 17, 2009.

Debra Bowen

DEBRA BOWEN
Secretary of State