

1000002608

April 11,

W95-8135

Corporate Records Bureau
Corporation Division
PO Box 6327
Tallahassee, FL 32314

200001457402
-04/14/95--01116--012
*****70.00 *****70.00

RE: Small Business Financial Services, Inc.
9502032477330

Dear Sir or Madam:

Enclosed please find:

- Application for Authority
- Certificate of Good Standing
- payment of \$70.00

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, with questions regarding the enclosed application.

Sincerely,

Susan P. Rosenthal
Corporate Service Representative

95 MAY 30 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1995

THE COMPANY CORPORATION
SUSAN P. ROSENTHAL
3 CHRISTINA CENTRE, 201 N. WALNUT ST.
WILMINGTON, DE 19801

SUBJECT: SMALL BUSINESS FINANCIAL SERVICES, INC.
Ref. Number: W95000008135

We have received your document for **SMALL BUSINESS FINANCIAL SERVICES, INC.** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 995A00017724



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

May 3, 1995

Secretary of State
Corporation Department
PO box 6327
Tallahassee, FL 32314
Attn: Freda Lott, Document Examiner

Re: Small Business Financial Services, Inc.

Dear Freda:

Enclosed please find resubmitted documents along with copies of your correspondence.

A Resolution by Board of Directors is enclosed.

We appreciate a speedy filing of these important documents at this time.

Please do not hesitate to contact the undersigned or at 800-542-2677 if you have any further questions regarding this filing.

Thank you for your prompt attention to this important filing.

Sincerely,

Susan P. Rosenthal
Corporate Service Representative



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 10, 1995

THE COMPANY CORPORATION
SUSAN P. ROSENTHAL
3 CHRISTINA CENTRE, 201 N. WALNUT ST.
WILMINGTON, DE 19801

SUBJECT: SMALL BUSINESS FINANCIAL SERVICES, INC.
Ref. Number: W9500008135

We have received your document for SMALL BUSINESS FINANCIAL SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you have chosen to adopt for use in Florida is not available. After another name has been selected, please call (904) 488-9000 to check the availability of the new name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 095A00023640



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

May 22, 1995

Secretary of State
Corporation Department
PO box 6327
Tallahassee, FL 32314
Attn: Freta Lott, Corporate Specialist Supervisor

Re: Small Business Financial Services, Inc.

Dear Freta:

Enclosed please find resubmitted documents along with copies of your correspondence.

An updated resolution is enclosed.

We appreciate a speedy filing of these important documents at this time.

Please do not hesitate to contact the undersigned or at 800-542-2677 if you have any further questions regarding this filing.

Thank you for your prompt attention to this important filing.

Sincerely,

Susan P. Rosenthal
Corporate Service Representative

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned THERESA H. FIEDLER, do hereby certify that this Resolution of the Board of Directors of SMALL BUSINESS FINANCIAL SERVICES, INC., a corporation duly organized and existing under the laws of the State of DELAWARE, was duly adopted on APRIL 29, 19 95.

Resolved, that SMALL BUSINESS FINANCIAL SERVICES, INC., organized and existing in the State of DELAWARE, hereby adopts the name SMALL BUSINESS FUNDING SERVICES, INC. for use in Florida.

Dated: APRIL 29, 1995

Theresa H. Fiedler
Signature of at least one director

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95 MAY 30 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. SMALL BUSINESS FINANCIAL SERVICES, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/3/95 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 7279 BALLANTRAE COURT
BOCA RATON, FL 33496
(Current mailing address)

8. FINANCIAL SERVICES (FACTORING MOSTLY)
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: LARRY WOLFE

Office Address: 200 A JOHN KNOX RD

TALLAHASSEE, Florida, 32303-6643
(Zip Code)

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SECRETARY OF STATE
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.

SEE ATTACHED
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: THERESA H. FIEDLER

Address: 7279 BALLANTRAE COURT
BOCA RATON, FL 33496

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: THERESA H. FIEDLER

Address: 7279 BALLANTRAE COURT
BOCA RATON, FL 33496

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Theresa H. Fiedler
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. THERESA H. FIEDLER, CHAIRMAN & PRESIDENT
(Typed or printed name and capacity of person signing application)

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

A. DIRECTORS

Chairman: Douglas Fiedler
Address: 7279 BALLANTRAE CT.
Boca Raton, FL 33496

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Theresa Fiedler
Address: 7279 BALLANTRAE CT.
Boca Raton, FL 33496

Vice President: _____
Address: _____

Secretary: Theresa Fiedler
Address: 7279 BALLANTRAE
Boca Raton, FL 33496

Treasurer: _____
Address: _____

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95 MAY 30 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. Theresa Fiedler
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Theresa Fiedler, Secretary
(Typed or printed name and capacity of person signing application)

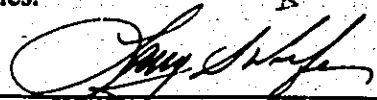
Small Business Financial Services, Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Small Business Financial Services, Inc. desiring to organize under the laws of the state of Florida with its principal place of business located in the city of Boca Raton, State of Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above state corporation, at the place designated in this Certificate, I hereby agree to do so in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Larry Wolfe

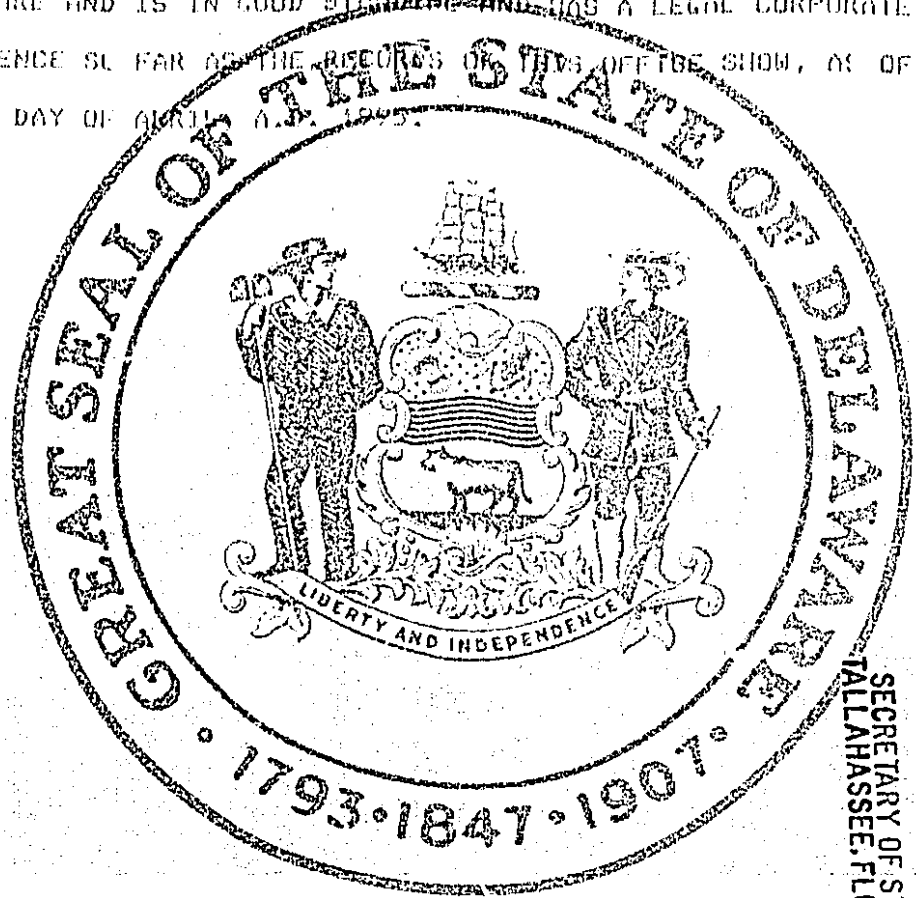
3/17/95

Date

FILED
95 MAY 30 11:12 AM '95
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMALL BUSINESS FINANCIAL SERVICES, 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 TENTH DAY OF APRIL A.D. 1985.



FILED
95 MAY 30 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel

Edward J. Freel, Secretary of State



2477530 8200
950079200

AUTHENTICATION: 7467732
DATE: 04-10-95