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GATEWAY FINANCIAL SERVICES

TO: Qualification/Tax Lien Section
Division of Corporations

400000173150134
-03/07/96--01006--003
*****70.00 *****70.00

SUBJECT: Gateway Financial Services, Inc.

Dear Sir or Madam:

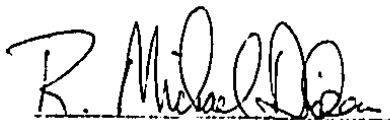
The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida

Please return all correspondence concerning this matter to the following:

R. Michael Dicken
Gateway Financial Services, Inc.
4855 State Street, Suite 3A
Saginaw, Michigan 48603

W26-5144

Should you need to call someone concerning this matter, please call:



R. Michael Dicken C.P.A.
Secretary/Treasurer

at (517) 790-9090

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 7, 1996

R. MICHAEL DICKEN
GATEWAY FINANCIAL SERVICES, INC.
4855 STATE ST, SUITE 3A
SAGINAW, MI 48603

SUBJECT: GATEWAY FINANCIAL SERVICES, INC.
Ref. Number: W96000005144

We have received your document for GATEWAY FINANCIAL SERVICES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please **RETURN ALL DOCUMENTATION** to the **ATTENTION** of the **DOCUMENT SPECIALIST** indicated.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 496A00010335

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned R. Michael Dicken, Secretary/Treasurer, do hereby certify that this Resolution of the Board of Directors of GATEWAY FINANCIAL SERVICES, INC., a corporation duly organized and existing under the laws of the State of MICHIGAN, was duly adopted on MARCH 13, 19 96.

Resolved, that GATEWAY FINANCIAL SERVICES, INC., organized and existing in the State of MICHIGAN, hereby adopts the name GATEWAY FINANCE, INC. for use in Florida.

Dated: MARCH 13, 1996

R. Michael Dicken
Signature of at least one director

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**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. Gateway 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. Michigan
(State or country under the law of which it is incorporated)
3. 38-3262490
(FEI number, if applicable)
4. December 13, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. Gateway Financial Services, Inc.
4855 State Street, Suite 3A Saginaw, MI 48603
(Current mailing address)
8. Purchase of Installment Sales Contracts from Automobile Dealers
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Earl C. Terry, JR.
Office Address: 500 N. Orange Avenue
Green Cove Springs , Florida , 32043
(Zip Code)

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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Richard J. Garber

Address: 7 Rust Lane Saginaw, MI 48602

Vice Chairman: _____

Address: _____

Director: R. Michael Dicken

Address: 3615 Kochville Road Saginaw, MI 48604

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Richard J. Garber

Address: 7 Rust Lane Saginaw, MI 48602

Vice President: Clarke B. Adams

Address: 4152 Birmingham Road Alma, MI 48801

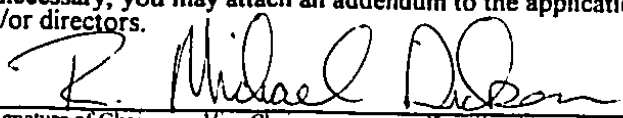
Secretary: R. Michael Dicken

Address: 3615 Kochville Road Saginaw, MI 48604

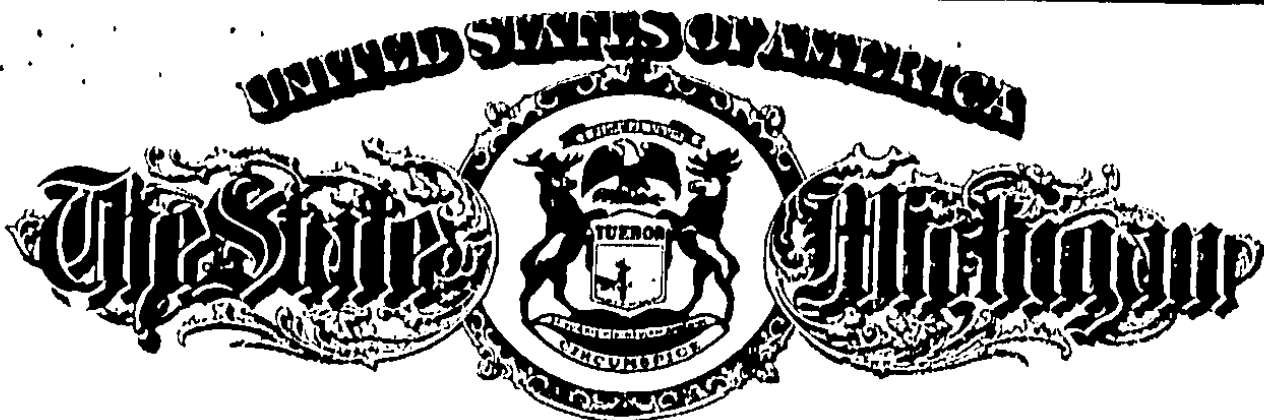
Treasurer: R. Michael Dicken

Address: 3615 Kochville Road Saginaw, MI 48604

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

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

14. R. Michael Dicken C.P.A. Secretary/Treasurer
(Typed or printed name and capacity of person signing application)



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That

GATEWAY FINANCIAL SERVICES, INC.

was validly incorporated on December 13, 1995, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 19th day of February, 1996.

Carl L. Lysen, Director
Corporation & Securities Bureau

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