

F98000000721



ACCOUNT NO. : 072100000032
REFERENCE : 690749 7136044
AUTHORIZATION :
COST LIMIT : \$ 70.00

ORDER DATE : February 2, 1998
ORDER TIME : 9:48 AM
ORDER NO. : 690749-010
CUSTOMER NO: 7136044

400002422074--7
-02/05/98-01022-027
*****70.00 *****70.00

W98-2681

CUSTOMER: Mr. Eric B. Kirsten
Bankers Mortgage And Escrow
Suite 100
10731 Treena Street
San Diego, CA 92131

FOREIGN FILINGS

NAME: GATEWAY SERVICES INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 15 AM 10:45 98 FEB -5 AM 10:53
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mtw
2/6



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
98 FEB -6 AM 10:08
DIVISION OF CORPORATION

February 5, 1998

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: GATEWAY SERVICES, INC.
Ref. Number: W98000002681

We have received your document for GATEWAY 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 adopted name Sea Breeze Financial Co. is not available also: so therefore you would need to adopt another 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 (850) 487-6097.

Michael Mays
Document Specialist

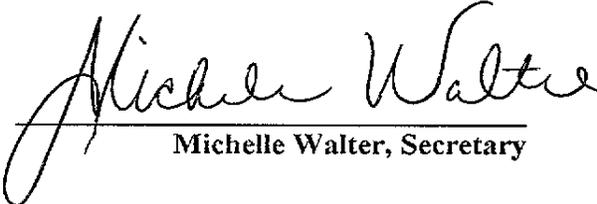
Letter Number: 298A00006759

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DIVISION OF CORPORATIONS
98 FEB -5 AM 10:45

Michele Walter, Secretary of Gateway Services Inc., a corporation duly organized under the laws of the State of Nevada, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 2nd day of February, 1998.

“RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name of Breeze Financial Co. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

“FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida.”


Michelle Walter, Secretary

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**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. GATEWAY 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. Nevada 3. 86-0882086
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/22/97 5. Perpetual
(Date of Incorporation) (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. 7130 College Pkwy., Ste. C
Ft. Myers, FL 33907
(Current mailing address)
8. Cash advance business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: J. E. Costelloe
(Registered agent's signature)
J. E. Costelloe, Asst. 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.

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: Mr. Michael Delaney
Address: 10494 Mesa Madera Dr.
San Diego, CA 92131

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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

President: Mr. Michael Delaney
Address: 10494 Mesa Madera Dr.
San Diego, CA 92131

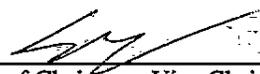
Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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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. Michael Delaney, C.E.O.
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **GATEWAY SERVICES INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 22, 1997, and is in good standing in this state.

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DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 30, 1998.



Dean Heller
Secretary of State

By

Eric Smith
Certification Clerk