

F9800000/283

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: First Choice Funding, Inc W98-3405  
(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.

700002431387--8  
-02/16/98--01076--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Please return all correspondence concerning this matter to the following:

Zack Rogers TD  
(Name of Person)  
First Choice Funding, Inc  
(Firm/Company)  
200 Chase Park S Suite 200  
(Address)  
Birmingham Alabama 35244  
(City/State/Zip)

4/ 3/6

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

Zack Rogers TD at ( 205 ) 985-4611  
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

98 MAR -4 AM 10:38  
FILED  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 16, 1998

ZACK ROGERS  
FIRST CHOICE FUNDING, INC.  
200 CHASE PARK S., #200  
BIRMINGHAM, AL 35244

SUBJECT: FIRST CHOICE FUNDING, INC.  
Ref. Number: W98000003405

We have received your document for FIRST CHOICE FUNDING, 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 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.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 098A00008791

**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 Choice Funding, 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  
(State or country under the law of which it is incorporated)
3. Requester  
(FEI number, if applicable)
4. 11/2/98  
(Date of incorporation)
5. Perpetual  
(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. 200 Chase Park S Suite 200  
Birmingham, Ala 35244  
(Current mailing address)
8. Originate Mortgage Loan  
(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 or Mail Drop Box **NOT** acceptable)  
Name: CT Corporation  
Office Address: 1200 SOUTH PINE ISLAND ROAD  
Plantation, Florida, Florida, 33324  
(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.

CT CORPORATION SYSTEM

Dale Morris

(Registered agent's signature)

Dale Morris, Asst. Vice-President

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.

98 MAR -4 11:10:38  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned ZACK ROGERS, Inc., do hereby certify  
that this Resolution of the Board of Directors of First Choice Funding, Inc.

a corporation duly organized and existing under the laws of the State of Delaware  
was duly adopted on February 16, 19 98.

Resolved, that First Choice FUNDING (ZC), Inc.  
and existing in the State of Delaware, hereby adopts the  
name FCF, Inc. (ZC) FIRST CHOICE LENDING, INC.  
for use in Florida.

Dated: February 23, 1998

[Signature]  
Signature of at least one director

INHS19(3/95)

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: Randy Stratton

Address: 789 Main Rd

Stanton, Vermont 05352

Vice Chairman: Zack Rogers

Address: 5031 Stratford Rd

Birmingham, AL 35242

Director: James C Moore

Address: 201 Brookman Circle

Prichard, AL 35007

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Zack Rogers

Address: 5031 Stratford Rd

Birmingham, AL 35242

Vice President: James C. Moore

Address: 201 Brookman Circle

Prichard, Alabama 35007

Secretary: Ann Stratton

Address: 5183 Trace Crossing Drive

Hoover, Alabama 35244

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. [Signature]

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

14. Zack Rogers Pres.

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

FILED  
08 MAR -1 AM 10:38  
EDWARDS  
TALLAHASSEE FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST CHOICE FUNDING, 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 NINTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
98 MAR -4 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2845304 8300

981049618

AUTHENTICATION:

8909074

DATE:

02-09-98