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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

500002428315--7
-02/12/98--01015--004
*****70.00 *****70.00

SUBJECT: PREMIER LENDING CORPORATION
(Name of corporation - must include suffix)

500002428315--7
-03/11/98--01020--002
***1150.00 ***1150.00

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:

Richard T. Hills

(Name of Person)

WOMBLE CARLYLE SANDRIDGE & RICE, PLLC

(Firm/Company)

Suite 700

1275 Peachtree Street, NE

(Address)

Atlanta, Georgia 30309-3574

(City/State/Zip)

wa8-3186
P.569

10P W 3/11
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 AM 10:16

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

Richard T. Hills, Attorney
(Name of Person)

at (404) 888-7475
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

WOMBLE
CARLYLE
SANDRIDGE
& RICE
A PROFESSIONAL LIMITED
LIABILITY COMPANY

Suite 700
1275 Peachtree Street, N.E.
Atlanta, GA 30309-3574

Telephone: (404) 872-7000
Fax: (404) 888-7490

Mary S. Barnett
Direct Dial: 404-888-7481
Direct Fax: 404-870-4850
E-mail: m_barnett@wcsr.com

February 9, 1998

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

RE: Application by Foreign Corporation for
Authorization to Transact Business in Florida
Premier Lending Corporation

Dear Sir or Madam:

Enclosed herein please find the Transmittal Letter and Application to Transact Business in Florida of Premier Lending Corporation. Also enclosed is a Certificate of Existence and a check in the amount of \$70.00 to cover the cost of filing.

Thank you for your attention to this matter and if you have any questions, please do not hesitate to contact me.

Sincerely,

WOMBLE CARLYLE SANDRIDGE & RICE, PLLC



Mary S. Barnett
Corporate Paralegal

msb
Enclosures

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Rev. February 9, 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 12, 1998

RICHARD T. HILLS
WOMBLE CARLYLE SANDRIDGE & RICE PLC
1275 PEACHTREE ST., SUITE 700
ATLANTA, GA 30309-3574

SUBJECT: PREMIER LENDING CORPORATION
Ref. Number: W98000003186

We have received your document for PREMIER LENDING CORPORATION 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.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 498A00008230

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& RICE

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February 9, 1998

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

ATTN: LEE RIVERS

RE: Application by Foreign Corporation for
Authorization to Transact Business in Florida
Premier Lending Corporation

Dear Sir or Madam:

Pursuant to your letter dated February 12, 1998, enclosed herein please find the Resolution of Board of Directors regarding the name to use in Florida. Also, we have enclosed a check in the amount of \$1,150.00 to cover the annual report and penalty fees.

Thank you for your attention to this matter and if you need any further information, please let us know.

Sincerely,

WOMBLE CARLYLE SANDRIDGE & RICE, PLLC

Mary Barnett

Mary S. Barnett
Corporate Paralegal

msb
Enclosures

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Rev. March 9, 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

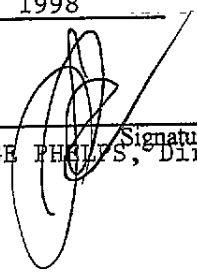
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned GEORGE PHELPS, President/Director, do hereby certify
that this Resolution of the Board of Directors of PREMIER LENDING CORPORATION

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

Resolved, that PREMIER LENDING CORPORATION, organized
and existing in the State of GEORGIA, hereby adopts the
name PREMIER LENDING CORPORATION OF GEORGIA
for use in Florida.

Dated: February 19, 1998



Signature of at least one director
GEORGE PHELPS, Director/President

INHS19(3/95)

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. PREMIER LENDING CORPORATION
(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. GEORGIA
(State or country under the law of which it is incorporated)
3. 58-2170746
(FEI number, if applicable)
4. April 25, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist "perpetual")
6. October 20, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Suite 201, 2759 Delk Road
Marietta, Georgia 30066
(Current mailing address)
8. Mortgage lending for residential
(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)**

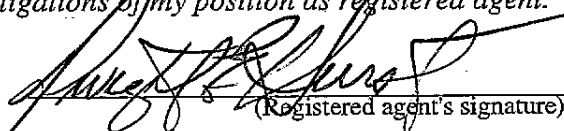
Name: Dwight Hurst

Office Address: 6339-3 Argyle Forest Blvd.

Jacksonville, Florida, 32244
(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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DIVISION OF CORPORATIONS
MAR 11 AM 10:16

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: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

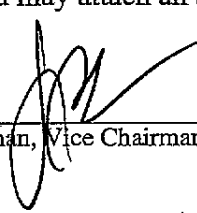
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. GEORGE PHELPS, President/COO
(Typed or printed name and capacity of person signing application)

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OFFICERS OF PREMIER LENDING CORPORATION

George Phelps - President/COO

Suite 201
2759 Delk Road
Marietta, GA 30066

David Holmes - Vice President

Suite 201
2759 Delk Road
Marietta, GA 30066

Richard Lamb - Vice President

Suite 201
2759 Delk Road
Marietta, GA 30066

Micheline Bryant - Vice President

Suite 201
2759 Delk Road
Marietta, GA 30066

Mark Tackett - Vice President

Suite 201
2759 Delk Road
Marietta, GA 30066

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BOARD OF DIRECTORS OF PREMIER LENDING CORPORATION

Darrell D. Pittard

Michael W. Lane

Robert C. Oliver

2180 Atlanta Plaza
950 East Paces Ferry Road
Atlanta, GA 30326

George T. Hovis

Suite 121
5 Dunwoody Park
Dunwoody, Ga 30338

George S. Phelps

Suite 201
2759 Delk Road
Marietta, GA 30067

Ken M. Seifert

Suite 700
1025 Rose Creek Drive
Woodstock, GA 30189

Judy R. McMahan

5525 Gulf Club Drive
Braselton, GA 30517

J. Stephen Vassen

Prado North - Suite 266
Atlanta, Ga 30342

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 980060273
CONTROL NUMBER : 9513001
DATE INC/AUTH/FILED: 04/25/1995
JURISDICTION : GEORGIA
PRINT DATE : 01/06/1998
FORM NUMBER : 211

WOMBLE CARLYLE SANDRIDGE & RICE
ATTN: MARY S. BARNETT
1275 PEACHTREE ST NE STE 700
ATLANTA GA 30309-3574

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 AM 10:16

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**PREMIER LENDING CORPORATION
A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

