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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

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-03/24/98--01002--023
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SUBJECT: PEACH STATE FINANCIAL GROUP, INC.
(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.

Please return all correspondence concerning this matter to the following:

GERARD J. GERBIG SR.
(Name of Person)

PEACH STATE FINANCIAL GROUP, INC.
(Firm/Company)

801 JENKS AVE STE F
(Address)

PANAMA CITY, FL 32401
(City/State/Zip)

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

GERARD J. GERBIG SR. at (850) 873-6097
(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

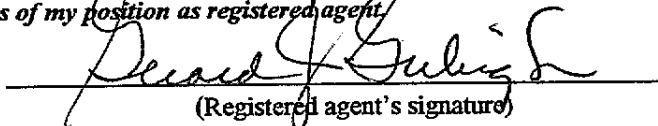
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 PM 1:52
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. PEACH STATE FINANCIAL GROUP, 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. 58-2247499
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/21/96 5. N/A
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON RECEIPT OF PROPER LICENSING
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 801 JENKS AVE STE F
PANAMA CITY, FL 32401
(Current mailing address)
8. TO ORIGINATE RESIDENTIAL & COMMERCIAL MORTGAGES
(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: GERARD J. GERBIG SA
Office Address: 801 JENKS AVE STE F
PANAMA CITY, FL 32401, Florida, 32401
(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
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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: GERARD J. GERBIG SR

Address: 801 JENKS AVE STE F
PANAMA CITY, FL 32401

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

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

President: N/A

Address: _____

Vice President: N/A

Address: _____

Secretary: GERARD J. GERBIG SR

Address: 801 JENKS AVE STE F
PANAMA CITY, FL 32401

Treasurer: N/A

Address: _____

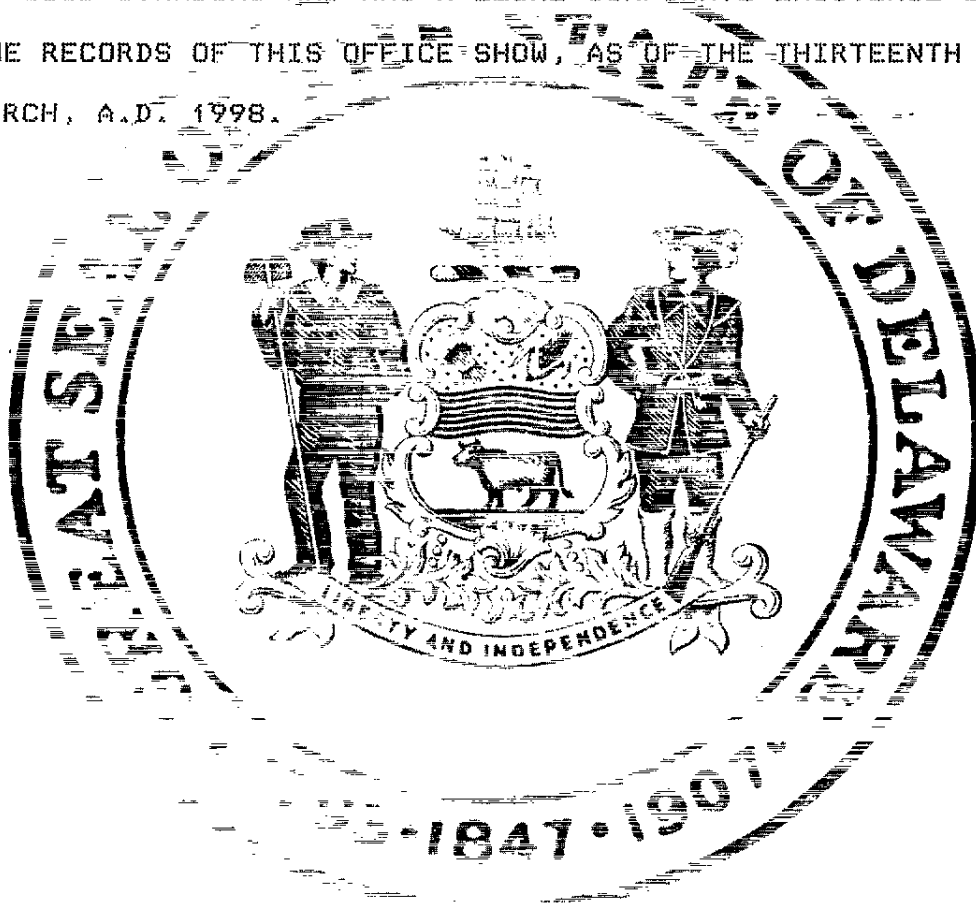
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. GERARD J. GERBIG SR CEO
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PEACH STATE FINANCIAL GROUP 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 THIRTEENTH DAY OF MARCH, A.D. 1998.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8970677

DATE:

03-13-98