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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

300002501069--6
-04/27/98--01061--008
*****70.00 *****70.00

SUBJECT: Apex Financial, 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:

Deanna Carney
(Name of Person)

Apex Financial, Inc.
(Firm/Company)

1820 West Drake Drive, Suite #108
(Address)

Tempe, AZ 85283
(City/State/Zip)

W98-9428

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

Deanna Carney at (602) 902-1174
(Name of Person) (Area Code & Daytime Telephone Number)

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98 MAY 11 AM 9:48
SECRETARY OF STATE
TALLAHASSEE FL 32314

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 28, 1998

DEANNA CARNEY
APEX FINANCIAL, INC.
1820 WEST DRAKE DRIVE, SUITE #108
TEMPE, AZ 85283

SUBJECT: APEX FINANCIAL, INC.
Ref. Number: W98000009428

We have received your document for APEX FINANCIAL, 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 (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 398A00022884

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned Stanley Laybourne, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

Apex Financial, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Arizona,

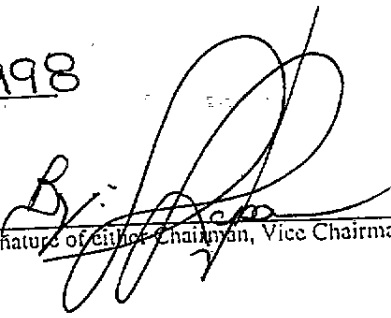
was duly adopted on November 24, 19 97.

Be it resolved, that Apex Financial, Inc.
(Corporate Name)

organized and existing in the State of Arizona, hereby adopts the name

AFI Financial, Inc. for use in Florida.

Dated: May 7, 1998


Signature of either Chairman, Vice Chairman or any officer

Stanley Laybourne, Secretary & Treasurer
Type or print name

**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. Apex Financial, 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. Arizona
(State or country under the law of which it is incorporated)
3. 86-0902512
(FEI number, if applicable)
4. 11/24/97
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 3/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1820 West Drake Drive, Suite #108
Tempe, Arizona 85283
(Current mailing address)
8. Computer services and leasing and selling computer equipment
(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: CT Corporation System

Office Address: 1200 S. Pine Island Road
Plantation, 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.

Jicki M. Prince
(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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TALLAHASSEE FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Eric J. Crown

Address: 6820 South Harl Ave.

Tempe, Arizona 85283

Director: Timothy A. Crown

Address: 6820 South Harl Ave.

Tempe, Arizona 85283

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

President: Timothy A. Crown

Address: 6820 South Harl Ave.

Tempe, AZ 85283

Vice President: Eric J. Crown

Address: 6820 South Harl Ave.

Tempe, AZ 85283

Secretary: Stanley Laybourne

Address: 6820 South Harl Ave.

Tempe, AZ 85283

Treasurer: Stanley Laybourne

Address: 6820 South Harl Ave.

Tempe, AZ 85283

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. Stanley Laybourne / Secretary & Treasurer
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 11 AM 9:48

FILED

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****APEX FINANCIAL, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on December 10, 1997.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 18th day of March, 1998, A. D.



Jack Rose

Executive Secretary

BY: *Debra M. Muth*

98 MAY 11 AM 9:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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