

F98000005283

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: NoLat Premium Finance Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

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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:

Carol A. Wojcicki, Paralegal
(Name of Person)
Automated Installment Systems
(Firm/Company)
955 Executive Parkway, Suite 201
(Address)
St. Louis, MO 63141
(City/State/Zip)

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DIVISION OF CORPORATIONS

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

Carol Wojcicki at (314) 576-0007
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

Automated Installment Systems

September 17, 1998



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

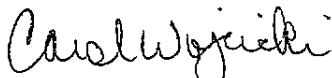
Dear Sir or Madam:

Enclosed please find the following for Nolat Premium Finance Corporation for authorization to do business in Florida:

1. Transmittal Letter
2. Original and copy of Application by Foreign Corporation for Authorization to Transact Business in Florida
3. Certificate of Existence with Status in Good Standing from Nevada
4. Check in the amount of \$70.00 for registration fee, \$8.75 for Certificate of Status and \$52.50 for certified copy

Please return filed copy to my attention: Carol A. Wojcicki at the address below. If you need anything further, please advise.

Sincerely,


Carol A. Wojcicki
Paralegal

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98 SEP 21 PM 1:43

Home Office:
955 Executive Pkwy., Suite 201
St. Louis, Missouri 63141
314 576 0007
Toll Free 1 800 624 6308
Fax No. 314 878 7843

California Office:
2100 E. Katella Ave., Suite 220
Anaheim, California 92806
714 978 2268
Toll Free 1 800 548 6529
Fax No. 714 978 6996

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. Nolat Premium Finance 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. Nevada 3. 43-1750997
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 30, 1996 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. 955 Executive Parkway, Suite 201, St. Louis, MO 63141
(Current mailing address)

8. Insurance Premium Financing
(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 System
Office Address: 1200 South Pine Island Rd.
Plantation, Florida, 33324
(Zip code)

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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.

See attached
(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.

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: Dietmar Schmidt-Wenzel

Address: 940 Calle Amanecer No. C
San Clemente, CA 92673

Vice Chairman: Wolfgang D. Daniel

Address: 5250 Neil Road, Suite 210
Reno, NV 89502

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Dietmar Schmidt-Wenzel

Address: 940 Calle Amanecer No. C
San Clemente, CA 92673

Vice President: _____

Address: _____

Secretary: Wolfgang D. Daniel

Address: 5250 Neil Road, Suite 210
Reno, NV 89502

Treasurer: Dietmar Schmidt-Wenzel

Address: 940 Calle Amanecer No. C
San Clemente, CA 92673

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

13. *D. Schmidt-Wenzel*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Dietmar Schmidt-Wenzel, President
(Typed or printed name and capacity of person signing application)

ACCEPTANCE OF APPOINTMENT

RE: **Nolat Premium Finance Corporation**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

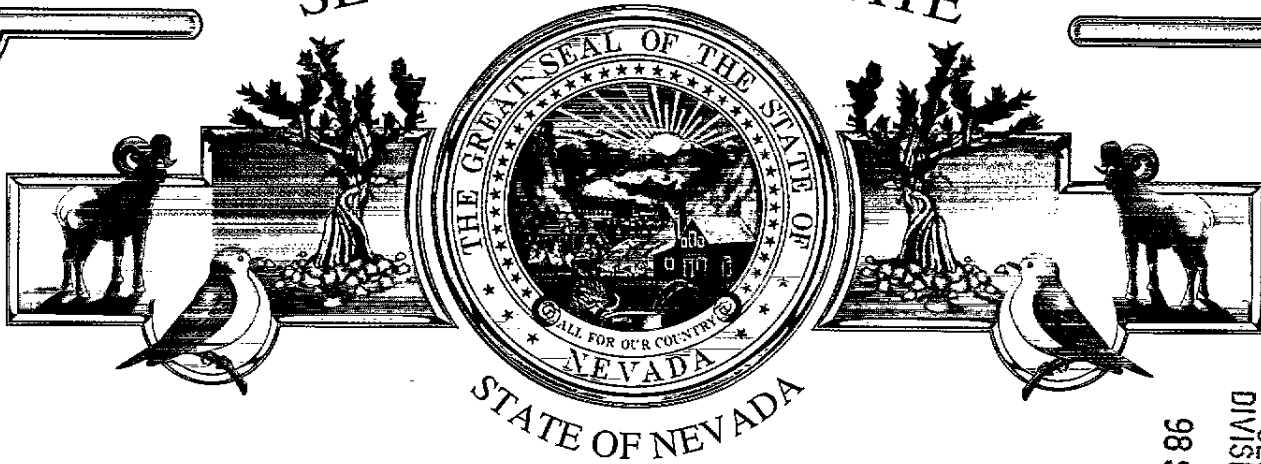
Dated: August 31, 1998

C T CORPORATION SYSTEM

By M. S. Green
M. S. Green,
Assistant Secretary

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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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, **NOLAT PREMIUM FINANCE CORPORATION**, 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 30, 1996, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on September 10, 1998.



Dean Heller
Secretary of State

By

J. Mussek
Certification Clerk