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Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

700002756017--9  
-01/27/99--01022--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

First Financial, Inc. d/b/a e-Jumbo, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

01/27/99

DIVISION OF CORPORATION

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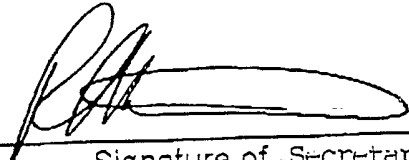
JAN 27 1999

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99 JAN 27 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Robert S. Watterson, IV, do hereby certify that this Resolution of the Board of Directors of First Financial, Inc. corporation duly organized and existing under the laws of the State of Massachusetts, was duly adopted on November 26, 1986.

Resolved, that First Financial, Inc. organized and existing in the State of Massachusetts hereby adopts the name e-Jumbo, Inc. for use in Florida.  
Dated: January 25, 1999

  
\_\_\_\_\_  
Signature of Secretary.

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TALLAHASSEE, FLORIDA

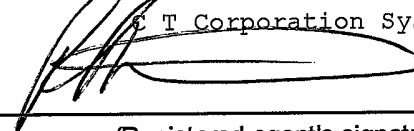
# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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 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. Massachusetts  
(State or country under the law of which it is incorporated)
3. 04-2926933  
(FEI number, if applicable)
4. November 26, 1986  
(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 817.156, F.S.))
7. 110 Cedar Street, Wellesley, Massachusetts 02481  
  
(Current mailing address)
8. To conduct residential mortgage transactions.  
(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:  
  
Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

  
C T Corporation System

(Registered agent's signature) (Officer)

Robert S. Watterson, IV President  
(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: See attached list of directors

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

Vice Chairman: See attached list of directors

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

Director: See attached list of directors

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

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

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

B. OFFICERS

President: See attached list of officers

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

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TALLAHASSEE, FLORIDA

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. Robert S. Watterson, IV, President \_\_\_\_\_

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST FINANCIAL, INC.

1. Robert S. Watterson, IV

Business Address: 110 Cedar Street, Wellesley, MA 02481

Residence: 5 Charles River Court, Wellesley, MA 02481

Offices: President, Treasurer\*, Secretary\*, CEO\* (\*interim until appointments are made)

2. Leslie L. Alexander

Business Address: 1200 North Federal Highway, Suite 307, Boca Raton, FL 33432

Residence: 7809 Aflon Villa Court, Boca Raton, FL 33433

Director

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



William Francis Galvin  
Secretary of the  
Commonwealth

# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

January 22, 1999

TO WHOM IT MAY CONCERN:

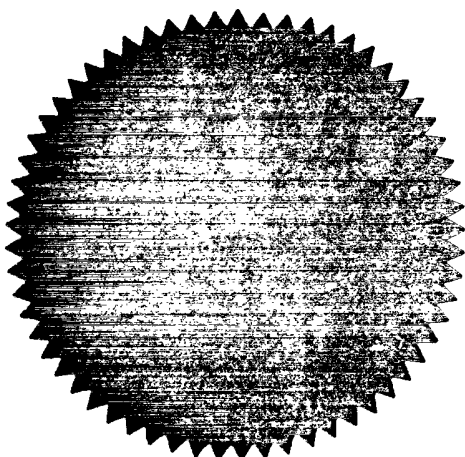
I hereby certify that according to the records of this office

**First Financial, Inc.**

is a domestic corporation organized on **November 26, 1986**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



In testimony of which,

I have hereunto affixed the

**Great Seal of the Commonwealth**

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

\* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

\*\* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.