

F99000005801

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PMC Financial Services Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

300002990723--2
-09/20/99--01063--003
*****70.00 *****70.00

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:

Charlene Gust

(Name of Person)

PMC Financial Services Inc.

(Firm/Company)

Charlene Gust

GAVE

AUTHORIZATION BY PHONE TO

CORRECT CORP. RESOLUTION

DATE 11-9-99

DOC. EXAM. 11-9-99

Palm Beach Lakes Blvd #777

(Address)

West Palm Beach, FL 33409

(City/State/Zip)

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

Charlene Gust

(Name of Person)

at (561) 683-5111

(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

FILED
99 NOV -8 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FL 32304

00055/00010/000671

11-9-99
11-9-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 22, 1999

CHARLOTTE GUST
PMC FINANCIAL SERVICES INC.
2000 PALM BEACH LAKES BLVD. #777
WEST PALM BEACH, FL 33409

SUBJECT: PMC FINANCIAL SERVICES INC.
Ref. Number: W99000021878

We have received your document for PMC FINANCIAL SERVICES 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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 399A00046460

FILED
99 NOV -8 PM 4:01
SECRETARY OF STATE
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. PMC Financial Services 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. Nevada 3. 65-0919301
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 28, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp will cease to exist or "perpetual")
6. upon acceptance
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2000 Palm Bch Lakes Blvd #777
West Palm Bch, FL 33409
(Current mailing address)
8. 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: Charlene Elert
Office Address: 2000 Palm Bch Lakes Blvd #777
West Palm Bch, Florida, 33409
(Zip code)

FILED
99 NOV -8 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Charlene Elert
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Alan Ainsley

Address: 2000 Palm Bch Lakes Blvd #777
West Palm Bch, FL 33409

Vice President: Claudia Caplan

Address: 2000 Palm Bch Lakes Blvd #777
West Palm Bch, FL 33409

Secretary: Claudia Caplan

Address: 2000 Palm Bch Lakes Blvd #777
West Palm Bch, FL 33409

Treasurer: Alan Ainsley

Address: 2000 Palm Bch Lakes Blvd #777
West Palm Bch, FL 33409

FILED
99 NOV - 8 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Alan Ainsley President

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

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Alan Ainsley, do hereby certify
(Name)

that this Resolution of the Board of Directors of PMC Financial Services Inc.
(Corporate Name)

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

was duly adopted on September 30, 19 99.

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

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

PMC Asset Corporation for use in Florida.

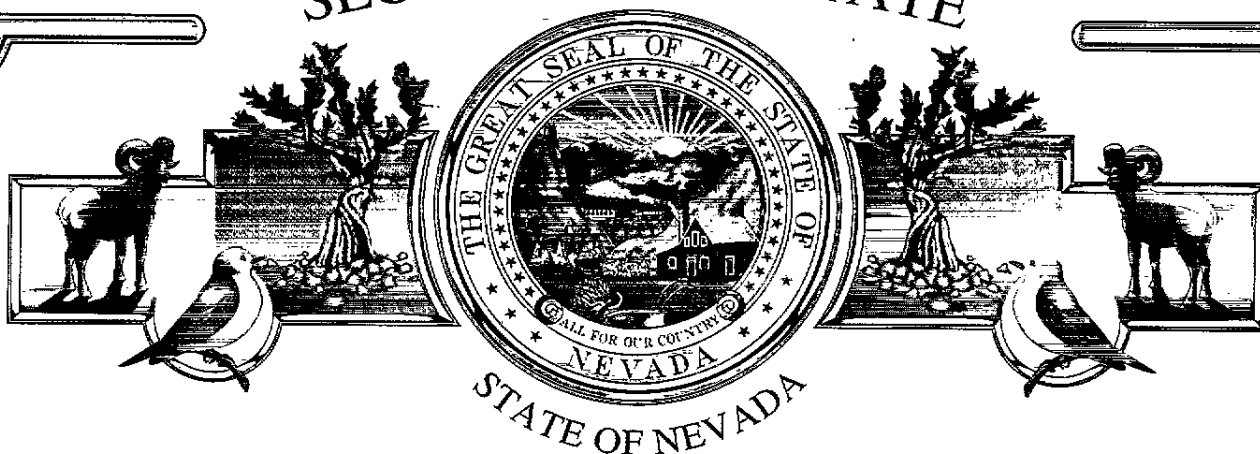
Dated: 9/30/99

[Signature]
Signature of either Chairman, Vice Chairman or any officer

Alan Ainsley
Type or print name

FILED
99 NOV -8 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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, **PMC FINANCIAL SERVICES INC.**, 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 April 28, 1999, 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 August 12, 1999.



Dean Heller
Secretary of State

By *S. J. Zarr*
Certification Clerk

99 NOV -8 PM 4:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA