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(Address)

(Address)

(City/State/Zip/Phone #)

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08/24/05 10:03:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 AUG 24 PM 3:06

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**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Funding America, LLC  
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Janet J. Lopez  
(Name of Person)

Funding America, LLC  
(Firm/Company)

1122 E. Lincoln Ave., Ste. 108  
(Address)

Orange, CA 92865  
(City/State and Zip Code)

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05 AUG 24 PM 3:06  
STATE  
PALM BEACH COUNTY  
FLORIDA

For further information concerning this matter, please call:

Janet J. Lopez at ( 714 ) 637-1970  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$125.00 Filing Fee     \$130.00 Filing Fee & Certificate of Status     \$155.00 Filing Fee & Certified Copy     \$160.00 Filing Fee, Certificate of Status & Certified Copy

June 13, 2005

**VIA FED EX DELIVERY**

Florida Division of Corporations  
Registration Section  
409 E. Gaines Street  
Tallahassee, FL 32399

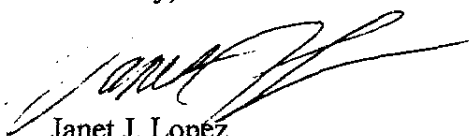
RE: Funding America, LLC  
Application for Certificate of Authority

Dear Sir or Madam:

Enclosed here with for filing, please find Funding America, LLC's Application for Certificate of Authority, along with our remittance in the amount of \$165.00 and a certificate of good standing dated within 90 days.

Should you have any questions regarding the above, please do not hesitate to call.

Sincerely,



Janet J. Lopez  
Compliance Officer

Enclosures

SEC. OF STATE  
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. Funding America, LLC  
(Name of Foreign Limited Liability Company)

2. Delaware 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 06/28/205 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)


7. 15641 Red Hill Avenue, Suite 200  
Tustin, CA 92780  
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:  
Funding America Holding Corp., Inc.  
15641 Red Hill Avenue, Suite 200  
Tustin, CA 92780

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_  
Mortgage business

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
David Balk  
\_\_\_\_\_  
Typed or printed name of signer

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Funding America, LLC

2. The name and the Florida street address of the registered agent and office are:

Paracorp Incorporated  
(Name)

236 East 6th Avenue  
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32303  
City/State/Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

SEE ATTACHED  
(Signature)

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

**STATE OF FLORIDA**

**REGISTERED AGENT CONSENT FORM**

**DATE:** July 14, 2005

**ENTITY NAME:** FUNDING AMERICA, LLC

**REGISTERED AGENT NAME AND ADDRESS:**

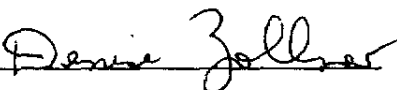
Paracorp Incorporated  
236 East 6<sup>th</sup> Avenue  
Tallahassee, FL 32303

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Paracorp Incorporated**, having been designated to act as Statutory Agent, hereby consents to act in that capacity for the above-referenced entity until removed or resignation is submitted in accordance with the Florida Revised Statutes.



Denise Zollner, Assistant Secretary  
Paracorp Incorporated

# Delaware

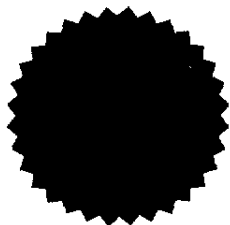
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FUNDING AMERICA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FUNDING AMERICA, LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4010889

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DATE: 07-11-05