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Division of Corporations

(H060000335183)

Florida Department of State

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Fax Number : (850)205-0383

Account Name : COMPLIANCE CONSULTING CORPORATION OF FIGRIF
Account Number : 120010000135

: (561)586-3645
: (561)586-6335

To:

From:

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Piority One Financial Services, LLC

Certificate of Status	0
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(H060000 335183)

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. PRIORITY ONE FINANCIAL SERVICES, L.L.C.

(Name of foreign limited liability company)

2. NEW JERSEY

(Jurisdiction under the law of which foreign limited liability company is organized)

3. .223484761

(FEI number, if applicable)

4. 12/16/1996

(Date of Organization)

4. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

When qualified

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1129 Bloomfield Avenue, Suite 214

West Caldwell, NJ 07006

(Street address of principal office)

- 8. If Limited Liability Company is a manager-managed company, check here [X]
- 9. The name and usual business addresse(s) of the managing member(s) or manager(s) are/is as follows:

Richard T. Craw, Managing Member 33 Brookside Terrace North Caldwell, NJ 07006

- 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 which it is organized.
- 11. Nature of business or purposes to be conducted or promoted in Florida:

 Mortgage Brokerage

Richard T. Craw, Managing Member

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.)

Typed or printed name of signee

(1-106 000033.5183)

(HOWOODO 335/83)

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:

PRIORITY ONE FINANCIAL SERVICES, L.L.C.

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

Compliance Consulting Corporation of Florida 1013 Lucerne Avenue, Suite 201 Lake Worth, FL 33460

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, F.S.

Signature) Jan Martin

DIVISION OF CURPORATION

SPECIAL MEETING OF THE MEMBERS OF Priority One Financial Services, LLC

The undersigned member of Priority One Financial Services, LLC a New Jersey Limited Liability Company, hereinafter referred to as the "LLC" hereby attest that the following resolution was adopted by its members at a special meeting held for that purpose on February 6, 2006.

The resolution was approved by the members. The number of votes cast for the resolution were sufficient for approval.

It is hereby determined that it is in the best interest of the LLC to adopt the following resolution:

RESOLVED: that, in the event a decision is made by the LLC to do business in Florida, the LLC will do business as

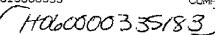
Priority One Mortgage Group, LLC

Dated: 2-7-06

Richard T. Craw, Managing Member

LLC resolution, doe in Florida 4s.

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STATE OF NEW JERSEY DEPARTMENT OF TREASURY SHORT FORM STANDING

PRIORITY ONE FINANCIAL SERVICES, L.L.C. 0600033352

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on December 16, 1996.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

Richard T Craw 1129 Bloomfield Ave West Caldwell, NJ 07006

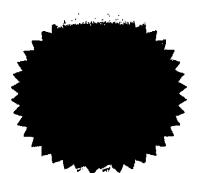
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STATE OF NEW JERSEY DEPARTMENT OF TREASURY SHORT FORM STANDING

PRIORITY ONE FINANCIAL SERVICES, L.L.C.



IN TESTIMONY WHEREOF, I have hereunto set my hand and

affixed my Official Seal at Trenton, this 30th day of January, 2006

Bradley I. Abelow
Acting State Treasurer

(HD60000335183)