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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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[Signature]
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02/23/07--01012--005 **2100.00

02/15/07--01028--021 **160.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB 22 PM 1:35

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VICTORY FUNDING, 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:

ROBERT CLARK
(Name of Person)

NATIONS BOOKEEPING AND TAX LLC
(Firm/Company)

4400 N FEDERAL HWY
(Address)

BOCA RATON, FL 33431
(City/State and Zip Code)

For further information concerning this matter, please call:

ROBERT CLARK at (561) 372-0440
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 16, 2007

ROBERT CLARK
NATIONS BOOKEEPING AND TAX LLC
4400 N. FEDERAL HIGHWAY
BOCA RATON, FL 33431

SUBJECT: VICTORY FUNDING, LLC
Ref. Number: W07000008283

We have received your document for VICTORY FUNDING, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2100.00.

Please provide the name of the manager in block 9 of the application.

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) 245-6967.

Leslie Sellers
Document Specialist

Letter Number: 007A00011742

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. VICTORY FUNDING, LLC
(Name of Foreign Limited Liability Company)

2. DELAWARE 3. 20-3284557
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 09/02/2005 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. September 2005
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 4400 N FEDERAL HWY, STE 110
BOCA RATON, FL 33431
(Street Address of Principal Office)

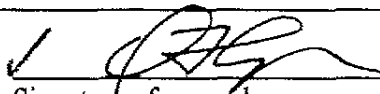
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

4400 N FEDERAL HWY, STE 110
BOCA RATON, FL 33431
DAVID Thompson

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: FINANCE COMPANY DAVID THOMPSON


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 THOMPSON
Typed or printed name of signee

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DIVISION OF CORPORATIONS
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**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:

VICTORY FUNDING, LLC

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

DAVID THOMPSON

(Name)


4400 N FEDERAL HWY, SUITE 110

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

BOCA RATON, FL 33431

City/State/Zip

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.



(Signature)

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

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Delaware

PAGE 1

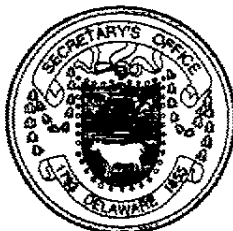
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VICTORY FUNDING, 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 SEVENTH DAY OF FEBRUARY, A.D. 2007.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB 22 PM 1:35

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5416746

DATE: 02-07-07