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FLORIDA COMPLIANCE SPECIALISTS, INC.
DAVE TAYLOR, PRESIDENT

1331 East Lafayette Street, Suite C
 Tallahassee, Florida 32301
 Voice: (904) 942-5464 Fax: (904) 942-5111

Phone # _____

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Security Lending Wholesale P.C.
 (Corporation Name) (Document #)
2. 00789-01115-00627-00671
 (Corporation Name) (Document #) 01126 00647
3. _____
 (Corporation Name) (Document #)
4. W98-25113
 (Corporation Name) (Document #)

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 NOV 16 PM 3:54

- ☒ Walk in ☒ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Name	_____
Availability	_____
Document Examiner	_____
Updater	_____
Updater Verifier	_____
Acknowledgement	_____
W. P. Verifier	_____

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

98 NOV 16 PM 1:50

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

November 12, 1998

FLORIDA COMPLIANCE SPECIALISTS, INC.

SUBJECT: SECURITY LENDING WHOLESALE L.C.
Ref. Number: W98000025113

We have received your document for SECURITY LENDING WHOLESALE L.C. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The designation of the registered agent must be at a Florida street address.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 098A00054738

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

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

1. Security Lending Wholesale L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Utah
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 87-0575764
(FEI number, if applicable)
4. FEBRUARY, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4001 So 700 E Suite 120
SALT LAKE CITY, UT 84107
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

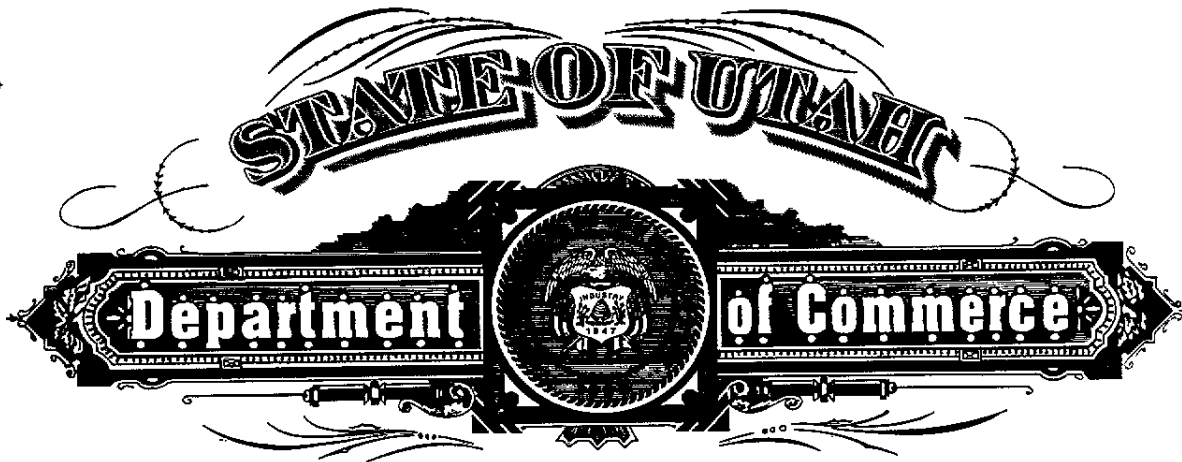
NAME & ADDRESS:

TITLE:

David J. Brimley4001 So 700 E. Suite 120SLC, UT 84107Scott Breen4001 So 700 E Suite 120SLC, UT 84107Richard Brimley4001 So 700 E. Suite 120SLC, UT 84107MGRMMGRMGR

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CERTIFICATION OF GOOD STANDING

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL
CODE HEREBY CERTIFIES THAT

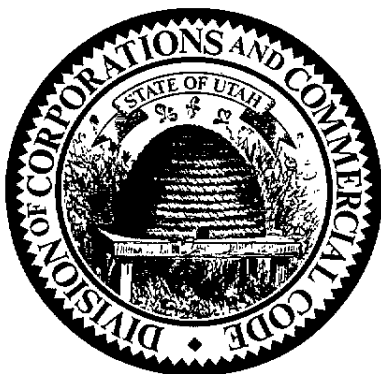
SECURITY LENDING WHOLESALE, L.C.

is a Utah limited liability company and is qualified to transact business
in the State of Utah. The Limited Liability Company was properly
organized in Utah pursuant to Utah Code Annotated Section 48-2b-117
on *JANUARY 29, 1998* and is currently in good standing, as appears
in the records of the Division.

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *LC 024530*

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Dated this 29TH day
of September, 1998.


Lorena P. Rizzo
Division Director of
Corporations and Commercial Code

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Security Lending
Wholesale, L.C.

2. The name and address of the registered agent and office is:

(Name) **FLORIDA COMPLIANCE SPECIALIST, INC.**
1331 E. LAFAYETTE STREET, STE. F
TALLAHASSEE, FLORIDA 32301

(P.O. Box or Mail Drop Box ~~NOT~~ acceptable) **FL Registered Agent**

(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.

[Signature]
(Signature)


10-12-98
(Date)

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Security
Lending wholesale L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 250,000⁰⁰
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 250,000


Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$250.00 for Application and Affidavit

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