

m98000001385

BOVIS, KYLE & BURCH, LLC

DONALD W. LUTHER

ATTORNEYS AT LAW
53 PERIMETER CENTER EAST
THIRD FLOOR
ATLANTA, GEORGIA 30346-2298

TEL (770) 391-9100
FAX (770) 668-0878

October 27, 1998

400002677414--7
-11/02/98--01019--003
****250.00 ****250.00

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002677414--7
-11/02/98--01019--004
*****35.00 *****35.00

Re: Registration of LWG Finance Company, LLC to Transact Business in Florida

Dear Sir/Madam:

Please find enclosed an original and one copy of a completed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. Please stamp or otherwise endorse your official title and the date and time of receipt on both the original and deliver the copy to the undersigned in the enclosed, self-addressed, stamped envelope.

Please also find enclosed a completed Certificate of Designation of Registered Agent/Registered Office, an original Certificate of Existence issued by the Georgia Secretary of State, an Affidavit of Membership and Contributions of Foreign Limited Liability Company executed by Greg Boots, a member of LWG Finance Company, L.L.C., and checks in the amount of \$250.00 and \$35.00 in payment for services. Please process the documents in the manner prescribed by the applicable provisions of the Florida statutes and please issue a Certificate authorizing LWG Finance Company, L.L.C. to transact business in Florida.

Thank you for your prompt attention to this matter. Please call me if you have any questions or require further information.

Name	11/3/98
Availability	Dec
Document Examiner	DCC
Updater	DCC
Updater	DWL\ksd
Verifier	Enclosures DCC
Acknowledgement	DCC
W. P. Verifier	DCC

Sincerely,

Donald W. Luther

Donald W. Luther

m98000001385

W98000024860

BOVIS, KYLE & BURCH, LLC

DONALD W. LUTHER

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53 PERIMETER CENTER EAST
THIRD FLOOR
ATLANTA, GEORGIA 30346-2298

TEL (770) 391-9100
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November 19, 1998

Florida Department of State
Registration Section
Division of Corporations
Attention: Diane Cushing
P.O. Box 6327
Tallahassee, FL 32314

Re: Registration of LWG Finance Company, LLC to Transact Business in Florida

Dear Ms. Cushing:

I am in receipt of your correspondence dated 11/3/98. As you have requested, I have enclosed a Certificate of Existence for LWG Finance Company, LLC. Thank you for bringing my attention to this missing document. Please continue with processing the documents.

Sincerely,



Donald W. Luther

DWL\ksd
Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 3, 1998

DONALD W. LUTHER
BOVIS KYLE & BURCH, LLC
53 PERIMETER CENTER EAST, THIRD FLOOR
ATLANTA, GA 30346-2298

SUBJECT: LWG FINANCE COMPANY, LLC
Ref. Number: W98000024860

We have received your document for LWG FINANCE COMPANY, LLC and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

You sent a certified copy of the articles of organization. We need a certificate of good standing (of existence).

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 398A00053542

ORIGINAL

**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. LWG Finance Company, LLC
(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. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 582413056
(FEI number, if applicable)
4. July 9, 1998
(Date of Organization)
5. 2050
(Duration: Year limited liability company will cease to exist or "perpetual")
6. No business transacted yet
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5944 Luther Lane, Suite 309
Dallas, TX 75225
(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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 24 AM 11:32

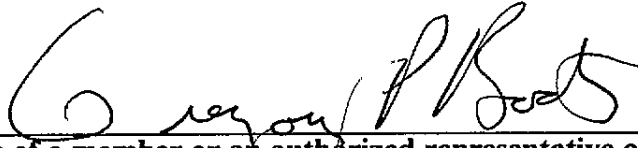
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Al Levings</u> <u>2727 Northwest 43rd St.</u> <u>Suite 5C</u> <u>Gainesville, FL 32606</u>	<u>MGRM</u>	<u>Greg Boots</u> <u>5944 Luther Lane, Suite 309</u> <u>Dallas, TX 75225</u>	<u>MGRM</u>
<u>Levings-Wilson Group, Inc.</u> <u>2727 Northwest 43rd St.</u> <u>Suite 5C</u> <u>Gainesville, FL 32606</u>	<u>MGRM</u>	<u>Premium Finance Holdings, LLC</u> <u>5944 Luther Lane, Suite 309</u> <u>Dallas, TX 75225</u>	<u>MGRM</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of LWG Finance Company, LLC
_____ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$2,500.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$_____;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 2,500.00;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Greg Boots

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

LWG Finance Company, LLC

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

Al Levings

(Name)

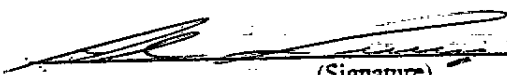
2727 Northwest 43rd St., Suite 5-C

Florida street address (P.O. Box NOT ACCEPTABLE)

Gainesville, FL 32606

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)

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983170337
CONTROL NUMBER : 9825768
DATE INC/AUTH/FILED: 07/09/1998
JURISDICTION : GEORGIA
PRINT DATE : 11/13/1998
FORM NUMBER : 211

BOVIS, KYLE & BURCH
ATTN: DONALD LUTHER
53 PERIMETER CENTER EAST, 3RD FLOOR
ATLANTA GA 30346

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

LWG FINANCE COMPANY, LLC A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

