

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

VIA HAND DELIVERY

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

000002903400--6
-06/14/99--01074--009
****346.25 ****346.25

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

Dear Sir/Madam:

Please find enclosed:

1. Original and one copy of a completed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
2. Completed Certificate of Designation of Registered Agent/Registered Office.
3. Original Certificate of Existence of AgentSource Finance Company, LLC issued by the Georgia Secretary of State,
4. Affidavit of Membership and Contributions of Foreign Limited Liability Company, and
5. A check in the amount of \$346.25, in payment for:

The filing fee.
Designation of Registered Agent,
A certified copy, and
A certificate of status.

[illegible]

Will wait

APPROVED
AND
FILED

RECEIVED
99 JUN 14 AM 11:09

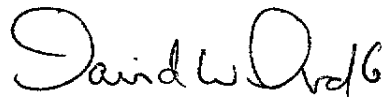
Florida Department of State
June 9, 1999
Page 2

I discussed Wednesday with your office the need to have the qualification expedited, and have had the documents hand-delivered to your office. I hereby request expedited filing, for which I understand there is no charge.

Please deliver the Certificates to the person who brought them to you. Please call me if you have any questions or require further information.

Thank you in advance for your help with this matter.

Sincerely,



David W. Drake

Enclosures

cc: Roy Bailey, CEO
Jeffrey W. Grady, President

99 JUN 14 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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. AgentSource 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. 58 2467059
(FEI number, if applicable)
4. May 26, 1999
(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)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Premium Finance
Holdings, LLC
5944 Luther Lane, Suite 309

MGRM

Dallas, TX 75225

(Principal Manager)

CAGNEY, INC.

MGRM

3159 Shamrock South

Tallahassee, FL 32308

(Board of Management)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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 AgentSource 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 \$ 60,000.00*;

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 \$ 60,000.00;

(This total includes amounts from 2 and 3 above.)

*Consisting of \$10,000 cash contributed and \$20,000 loaned by each member.
(Two members)

CAGNEY, Inc.

by

Jeffrey Wayne Grady, President
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.)

Jeffrey W. Grady

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

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:

AgentSource Finance Company, LLC

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

Jeffrey W. Grady

(Name)

3159 Shamrock South

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

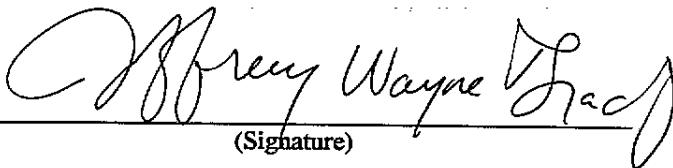
Tallahassee

32308

FL

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
TALLAHASSEE, FLORIDA

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AND
FILED

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91600651
CONTROL NUMBER : K922316
DATE INC/AUTH/FILED: 05/26/1999
JURISDICTION : GEORGIA
PRINT DATE : 06/09/1999
FORM NUMBER : 211

BOVIS, KYLE & BURCH
DAVID W. DRAKE
53 PERIMETER CENTER EAST, 3RD FLOOR
ATLANTA, GA 30346

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

AGENTSOURCE 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.



Cathy Cox
Secretary of State