

Document Number Only

M99000001386

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

100002978251--2

-09/03/99--01055--013

****285.00 ****285.00

CORPORATION(S) NAME

Finance America LLC

☐ Profit

☐ NonProfit

☒ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

9/3

PLEASE RETURN EXTRA COPY(S)

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THANKS

CONNIE BRYAN

RECEIVED

99 SEP - 3 PM 11:03

h44
9/3/99

FILED STATE
SECRETARY OF
DIVISION OF CORPORATIONS
99 SEP - 3 PM 11:10

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:

SEP -3 PM 1:10
FLORIDA SECRETARY OF STATE
CORPORATIONS

1. Finance America, LLC
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Delaware 3. 06-1551833
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. July 8, 1999 5. Perpetual
(Date of Organization) (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. 16802 Aston Street, Irvine, CA 92606

(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:
<u>Brian Libman</u>	<u>CEO</u>	<u>Peter J. Levasseur</u>	<u>Pres.</u>
<u>79 Adams Lane,</u>	<u>MGR</u>	<u>16802 Aston Street</u>	<u>MGR</u>
<u>New Canaan, CT 06840</u>		<u>Irvine, CA 92606</u>	
<u>Karen H. Cornell</u>	<u>VP</u>		
<u>700 N. Pearl Street, #2400</u>	<u>MGR</u>		
<u>Dallas, Texas 75201</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**

FILED
STATE
SECRETARY OF
DIVISION OF CORPORATIONS
19 SEP -3 PM 1:10

The undersigned member or authorized representative of a member of Finance America, LLC

_____ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 3,750,000 ;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 3,000,000 ;
(A description of the property is attached and made a part hereto.) SEE BELOW
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 6,750,000 .
(This total includes amounts from 2 and 3 above.)

Description of Property: ALE origination system software and various hardware.

Karen H. Cornell

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.)

Karen H. Cornell, Vice President

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
CLERK OF STATE
CORPORATIONS
99 SEP 23 PM 1:10

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:

Finance America, LLC

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL 33324

(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.

C T Corporation System



(Signature)

Steven C. Patterson
Special Assistant Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

FILED STATE
SECRETARY OF CORPORATIONS
99 SEP -3 PM 1:10

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FINANCE AMERICA, 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 FIRST DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3061414 8300

991365223

AUTHENTICATION: 9949624

DATE: 09-01-99