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November 9, 1998

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

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\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sirs:

Enclosed please find the following documents for filing:

1. Application by Foreign Corporation for Withdrawal - Nolat Premium Finance Corporation, a Nevada corporation, recently filed for authority in Florida, and now wishes to withdraw. Enclosed is the application and a check for \$52.50, \$35.00 for the filing fee, \$8.75 for the certified copy, and \$8.75 for the certificate of status
2. Articles of Incorporation (now that Nolat Premium Finance Corporation is withdrawing from Florida, they want to go in as a domestic profit corporation under Nolat Premium Finance Corp. of FL. Enclosed please find two originals and one copy of the Articles for filing, along with a check in the amount of \$87.50 for the filing fee, certified copy & certificate of status

Should you require anything further, please advise. Thank you for your prompt attention to this filing.

Sincerely,

*Carol Wojcicki*

Carol A. Wojcicki  
Paralegal

98 NOV 13 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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Articles of Incorporation  
Of  
Nolat Premium Finance Corp. of FL

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under Chapter 607 Florida Statutes adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: Nolat Premium Finance Corp. of FL.

ARTICLE II

The purpose or purposes for which the corporation is organized are to engage in the business of insurance premium financing and for the transaction of any or all lawful purposes for which corporations may be incorporated under Chapter 607 Florida Statutes.

ARTICLE III

The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue shall be one hundred thousand (100,000) shares with no par value per share, all of one class, common stock.

ARTICLE IV

The principal place of business and mailing address of this corporation shall be the same at: 955 Executive Parkway, Suite 201, St. Louis, MO 63141.

ARTICLE V

The name and address of the initial registered agent and its registered office are: CT Corporation System, 1200 South Pine Island Rd., Plantation, FL 33324.

ARTICLE VI

The name and address of the incorporator to these Articles of Incorporation are: Dietmar Schmidt-Wenzel, 940 Calle Amanecer, No. C, San Clemente, CA 92672.

Signed by the incorporator this 5th day of Nov, 1998.

D. Schmidt-Wenzel  
INCORPORATOR

Having been named as registered agent and to accept service of process for the above stated corporation 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.

See attached  
Signature of Registered Agent

\_\_\_\_\_  
Date

ACCEPTANCE OF APPOINTMENT

RE: **Nolat Premium Finance Corporation of Florida**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: November 4, 1998

C T CORPORATION SYSTEM

By M.S. Green  
M. S. Green,  
Assistant Secretary