

F08000004657

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

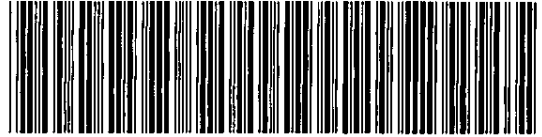
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OCT 28 2008
D. A. WHITE

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Cobalt Financial Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sara Turley
(Name of Person)

Cobalt Financial Corporation
(Firm/Company)

1042 N El Camino Real, Ste. B-506
(Address)

Encinitas, CA 92024
(City/State and Zip code)

For further information concerning this matter, please call:

Sara Turley at (760) 696-7456
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Cobalt Financial Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

N/A
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California 3. 20-8895547
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/2/2007 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4403 Manchester Avenue #202A Encinitas, CA 92024
(Principal office address)

1042 N El Camino Real, ste B-506 Encinitas, CA 92024
(Current mailing address)

8. Mortgage brokering
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Paracorp Incorporated

Office Address: 236 East 6th Avenue

Tallahassee, Florida 32303
(City) (Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Please see attached consent form

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

REGISTERED AGENT CONSENT FORM

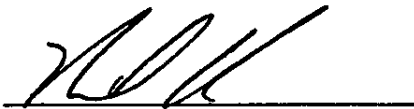
DATE: 10-16-2008

ENTITY NAME: Cobalt Financial Corporation

REGISTERED AGENT NAME AND ADDRESS:

Paracorp Incorporated
236 East 6th Avenue
Tallahassee, FL 32303

Paracorp Incorporated, having been designated to act as Statutory Agent, hereby consents to act in that capacity for the above-referenced entity until removed or resignation is submitted in accordance with the Florida Revised Statutes.



Ninh Ho, Assistant Secretary
Paracorp Incorporated

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

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Chairman: David Temko
Address: 4403 Manchester Avenue #202A
Encinitas, CA 92024

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TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: David Temko
Address: 4403 Manchester Avenue #202A
Encinitas, CA 92024

Vice President: Barbara Ciullo
Address: 4403 Manchester Avenue #202A
Encinitas, CA 92024

Secretary: Barbara Ciullo
Address: 4403 Manchester Avenue #202A Encinitas, CA 92024

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Barbara Ciullo, VP/Sec.
(Signature of Director or Officer listed in number 12 of the application)

14. BARBARA L. CIULLO, VICEPRESIDENT/SECRETARY.
(Typed or printed name and capacity of person signing application)

State of California
Secretary of State

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CERTIFICATE OF STATUS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ENTITY NAME:

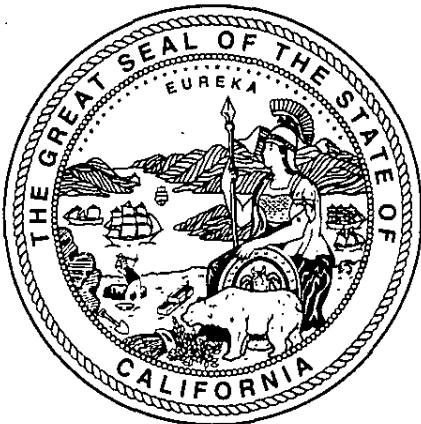
COBALT FINANCIAL CORPORATION

FILE NUMBER: C2990089
FORMATION DATE: 04/02/2007
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to exercise
all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of October 09, 2008.

Debra Bowen

DEBRA BOWEN
Secretary of State