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ACCOUNT NO. : 072100000032  
REFERENCE : 613272 4731897  
AUTHORIZATION : Patricia Pizut  
COST LIMIT : \$ 70.00

ORDER DATE : November 25, 1997  
ORDER TIME : 11:15 AM  
ORDER NO. : 613272-005 800002356668--2  
CUSTOMER NO: 4731897  
CUSTOMER: Jody L. Squires, Legal Asst  
Quarles & Brady  
Suite 400  
One East Camelback Road  
Phoenix, AZ 850121649

FOREIGN FILINGS

NAME: THE KING DIAMOND FINANCIAL GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 25 PM 1:47  
RECEIVED  
97 NOV 25 PM 12:10  
DIVISION OF CORPORATION

**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. The King Diamond Financial Group, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas 3. 86-0894105  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/15/97 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 12/01/97 estimated date  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 10008 E. Purdue  
Scottsdale, AZ 85258  
(Current mailing address)

8. Home equity lender  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

**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.*

By: Karen B. Rozar  
(Registered agent's signature) **Karen B. Rozar, As Its Agent**

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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DIVISION OF CORPORATIONS  
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12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: Marc S. Rubin

Address: 10008 E. Purdue  
Scottsdale, AZ 85258

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Marc S. Rubin

Address: 10008 E. Purdue  
Scottsdale, AZ 85258

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Marc S. Rubin

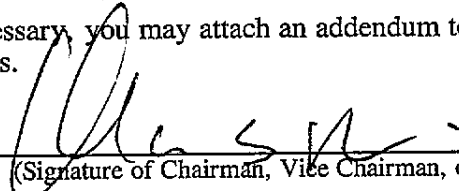
Address: 10008 E. Purdue  
Scottsdale, AZ 85258

Treasurer: Marc S. Rubin

Address: 10008 E. Purdue  
Scottsdale, AZ 85258

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Marc S. Rubin, President  
(Typed or printed name and capacity of person signing application)



# The State of Texas

SECRETARY OF STATE

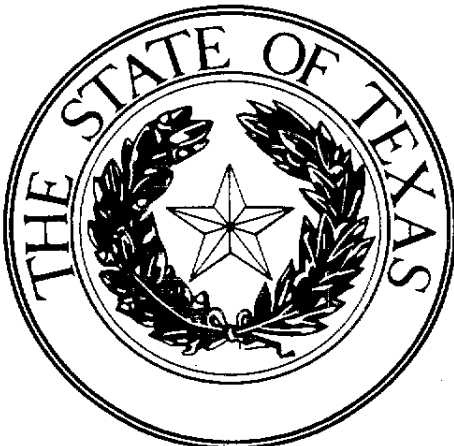
IT IS HEREBY CERTIFIED that  
Articles of Incorporation of

**THE KING DIAMOND FINANCIAL GROUP, INC.**  
File No. 1463999-00

were filed in this office and a certificate of incorporation was issued to this corporation and no certificate of dissolution is in effect and the corporation is currently in existence.

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*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on November 3, 1997.*



Antonio O. Garza, Jr.  
Secretary of State

PH