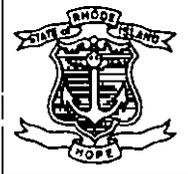


Filing Fee: \$150.00  
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 127536



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**  
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is Goldleaf Financial, Ltd.
- It is incorporated under the laws of Minnesota
- The name, if different, which it elects to use in Rhode Island is:  
(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*  
\_\_\_\_\_  
(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*  
\_\_\_\_\_
- The date of its incorporation is 3-2-1998 and the period of its duration is perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 802 N. 2nd St., Montevideo, MN 56265
- The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd., Suite 200  
(Street Address, not P.O. Box)  
Warwick Ri 02888 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is National Registered Agents, Inc.  
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Surety
- The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>Dennis Larson</u>	<u>802 N. 2nd St., Montevideo, MN 56265</u>
Director	<u>Jack Anderson</u>	<u>802 N. 2nd St., Montevideo, MN 56265</u>
President	<u>Dennis Larson</u>	<u>802 N. 2nd St., Montevideo, MN 56265</u>
Vice President	<u>Jack Anderson</u>	<u>802 N. 2nd St., Montevideo, MN 56265</u>
CEO/Gen Counsel	<u>Geoffrey Hathaway</u>	<u>802 N. 2nd St., Montevideo, MN 56265</u>
Director	<u>Geoffrey Hathaway</u>	<u>802 N. 2nd St., Montevideo, MN 56265</u>

**FILED**

RECEIVED  
CORPORATIONS DIVISION  
OCT 15 2002

OCT 15 2002  
By 243270

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100,000	Common	NA	\$0.01

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
32,727	Common	NA	\$0.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 250,000.00.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.00%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1,500,000.00.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 2,000.00.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.0013% [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 10/3/2002

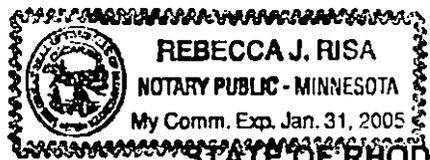
Goldleaf Financial, Ltd.

Print Exact Name of Corporation Making Application  
 By Jack Anderson  
 President or  Vice President (check one)  
 By Rebecca J. Risa AND  
 CEO and General Counsel

STATE OF Minnesota  
 COUNTY OF Chippewa

In Montevideo, Minn., on this 3rd day of October, 2002, personally appeared before me Jack Anderson who, being by me first duly sworn, declared that he/she is the Vice-President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Rebecca J. Risa



Notary Public  
 My Commission Expires: 1-31-2005

State of Minnesota

**SECRETARY OF STATE**

Certificate of Good Standing

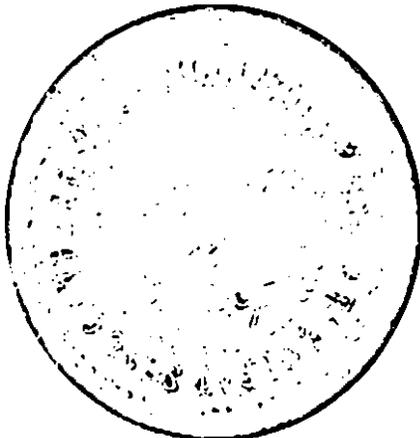
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: GOLDLEAF FINANCIAL, LTD.

Date Formed: 03/02/1998

Chapter Governed By: 302A

This certificate has been issued on 08/13/02.



*Mary Kiffmeyer*  
Secretary of State.