

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
GOLDLEAF FINANCIAL, LTD.**

File Number C 144074

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 28 May 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Monica Okelberry*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2002 MAY 28 AM 9:34

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is: Goldleaf Financial, Inc. SECRETARY OF STATE
STATE OF IDAHO
- The name which it shall use in Idaho is: Goldleaf Financial, Ltd.
- It is incorporated under the laws of: Minnesota
- Its date of incorporation is: 3-2-1998
- The address of its principal office is: 802 N. 2nd Street, Montevideo, MN
56265
- The address to which correspondence should be addressed, if different from item 5, is:
same
- The street address of its registered office in Idaho is: 2691 N. Babcat Way,
Meridian, ID 83642, and its registered agent in Idaho at that address is: Pacific Registered Agents, Inc.
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Dennis Larson</u>	<u>President</u>	<u>802 N. 2nd St., Montevideo MN</u>
<u>Jack Anderson</u>	<u>Vice-President</u>	<u>802 N. 2nd St., Montevideo, MN</u>
<u>Geoffrey Hathaway</u>	<u>CEO</u>	<u>802 N. 2nd St., Montevideo MN</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 5-21-02

Signature: Jack Anderson

Typed Name: Jack Anderson

Capacity: Vice President

Customer Acct # : _____
(if using pre-paid account)

Secretary of State use only

g:\corp\forms\app\form\authority_profit.pm6
Revised 01/2001

IDAHO SECRETARY OF STATE
05/28/2002 05:00
CK: 14430 CT: 160730 BH: 460059
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 CORP SUR # 3

C144074

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

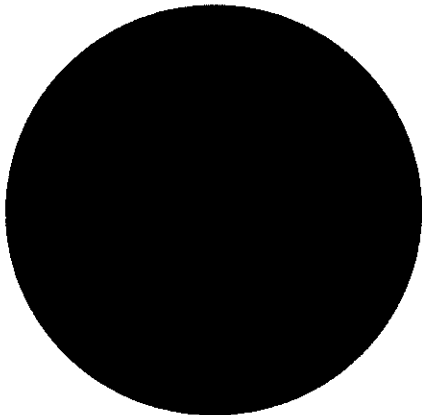
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the 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 03/20/02.



Mary Kiffmeyer
Secretary of State.