

# State of Idaho

Office of the Secretary of State

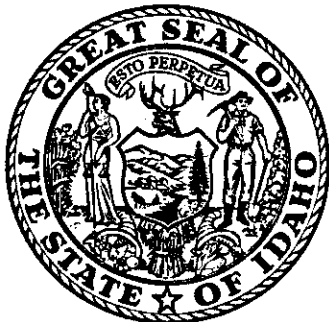
**CERTIFICATE OF AUTHORITY  
OF  
VERTICAL LEND, INC.**

File Number C 174994

I, BEN YSURSA, 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: September 14, 2007



*Ben Yursa*

SECRETARY OF STATE

By

A large, stylized signature of Ben Yursa, written in black ink, is positioned over a horizontal line. The signature is highly cursive and loops around.

FILED EFFECTIVE



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

07 SEP 14 PM 1:14

SECRETARY OF STATE  
STATE OF IDAHO

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

1. The name of the corporation is:

Vertical Lend, Inc.

2. The name which it shall use in Idaho is: \_\_\_\_\_

3. It is incorporated under the laws of:
- New York

4. Its date of incorporation is:
- 4/29/1996

5. The address of its principal office is:

3 Huntington Quadrangle, Melville, NY 11747

6. The address to which correspondence should be addressed, if different from item 5, is: \_\_\_\_\_

7. The street address of its registered office in Idaho is:
- 1401 Shoreline Drive, Suite 2, Boise, ID 83702

and its registered agent in Idaho at that address is: Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

Name	Office Held	Business Address
<u>David Peskin</u>	<u>President</u>	<u>3 Huntington Quad,</u> <u>Melville, NY 11747</u>
<u>Kenneth Peskin</u>	<u>Secretary</u>	<u>3 Huntington Quad,</u> <u>Melville, NY 11747</u>
<u>Nicholas Hahn</u>	<u>Treasurer</u>	<u>3 Huntington Quad,</u> <u>Melville, NY 11747</u>
<u>Michael Sekits</u>	<u>Director</u>	<u>2301 Rosecrans Ave, #4190</u> <u>El Segundo, CA 90245</u>

Dated: 8/24/2007

Signature: \_\_\_\_\_

Typed Name: David PeskinCapacity: President

(The signer must be a director or an officer of the corporation.)

Customer Acct # : \_\_\_\_\_

(If using pre-paid account)

Secretary of State use only

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form\app\cert\authority\_graft.pmd  
Revised 06/2005

Web Form

IDAHO SECRETARY OF STATE

09/14/2007 05:00

CK: NONE CT: 1157 BH: 1875691

1 @ 100.00 = 100.00 AUTH PRO # 2

1 @ 20.00 = 20.00 EXPEDITE C # 3

0174994

**State of New York**  
**Department of State** } ss:

I hereby certify, that the Certificate of Incorporation of VERTICAL LEND, INC. was filed on 04/29/1996, under the name of ASSOCIATE MORTGAGE WAREHOUSE LTD., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment ASSOCIATE MORTGAGE WAREHOUSE LTD., changing its name to MORTGAGE WAREHOUSE, LTD., was filed 05/12/1997.

A Certificate of Amendment MORTGAGE WAREHOUSE, LTD., changing its name to VERTICAL LEND, INC., was filed 05/02/2000.

A Certificate of Amendment VERTICAL LEND, INC., changing its name to WORLD ALLIANCE FINANCIAL CORP., was filed 06/05/2007.

A Certificate of Amendment WORLD ALLIANCE FINANCIAL CORP., changing its name to VERTICAL LEND, INC., was filed 08/09/2007.



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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 10th day of August  
two thousand and seven.*

Daniel Shapiro  
Special Deputy Secretary of State