

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY

OF

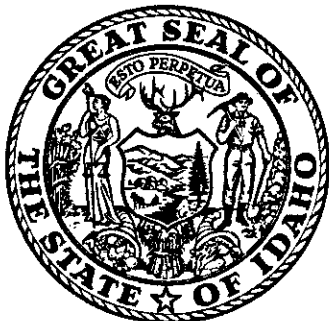
VERTICAL LEND, INC.

File Number C 174994

I, BEN YSURSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, 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 Amended Certificate of Authority to reflect the name change from VERTICAL LEND, INC. to **WORLD ALLIANCE FINANCIAL CORP.** and attach hereto a duplicate of the application for such amended certificate.

Dated: October 18, 2007



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

(Instructions on back of application)

FILED EFFECTIVE

07 OCT 18 PM 1:15

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on: 9/14/07,
authorizing it to transact business in the State of Idaho under the name of:
Vertical Lend, Inc.
2. Its corporate name has been changed to: World Alliance Financial Corp.
3. The name which it shall use hereafter in the State of Idaho is:
World Alliance Financial Corp.
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: N/A

Dated: 10/10/07 Corporation Name: Vertical Lend, Inc.

Signature: _____

Typed Name: David Peskin

Capacity: President

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

g:\corporate\corpformet
amendment of authority.pdf
Revised 07/2002

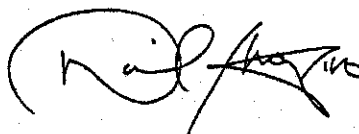
IDAHO SECRETARY OF STATE
10/18/2007 05:00
CK: NONE CT: 1157 BH: 1081204
1 @ 30.00 = 30.00 AMEND CERT # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C174994

State of New York
Department of State } ss:

I hereby certify, that a Certificate of Amendment VERTICAL LEND, INC.,
changing its name to WORLD ALLIANCE FINANCIAL CORP., was filed 10/02/2007.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 09th day of October two
thousand and seven.*



Special Deputy Secretary of State