COVER LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: New Leaf Funding Corporation

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:
Certificate of Domestication $ 50.00
Articles of Incorporation and Certified Copy $ 78.75
Total to domesticate and file $128.75

OPTIONAL:
Certificate of Status $ 8.75
Debra Brandenburg Name (printed or typed)
636 Woodridge Drive Address
Fern Park, FL 32730 City, State & Zip

(757)692-0722 Daytime Telephone Number

... debby@newleaffunding.com E-mail address: (to be used for future annual report notification)

INHS53 (8/05)
CERTIFICATE OF DOMESTICATION

The undersigned, Debra Brandenburg, President, of New Leaf Funding Corporation, a foreign corporation, in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was November 3, 2009.

2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Virginia Beach, VA.

3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was New Leaf Funding Corporation.

4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is New Leaf Funding Corporation.

5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Virginia Beach, VA.

6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of New Leaf Funding Corporation, and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 14th day of January, 2011.

Debra Brandenburg
(Authorized Signature)

Filing Fee:

Certificate of Domestication $ 50.00
Articles of Incorporation and Certified Copy $ 78.75
Total to domesticate and file $128.75
ARTICLES OF INCORPORATION
IN COMPLIANCE WITH CHAPTER 607, F.S.

ARTICLE I · NAME
THE NAME OF THE CORPORATION SHALL BE: New Leaf Funding Corporation

ARTICLE II · PRINCIPAL OFFICE
THE PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS IS:

Physical:
634 Woodridge Drive
Fern Park, FL 32730

Mailing:
404 S. Orlando Avenue, #404
Maitland, FL 32751

ARTICLE III · PURPOSE
THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:
Commercial equipment finance broker

ARTICLE IV · SHARES
THE NUMBER OF SHARES OF STOCK IS: 100

ARTICLE V · INITIAL DIRECTORS AND/OR OFFICERS
THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:
Debra Brandenburg / President
634 Woodridge Drive
Fern Park, FL 32730

ARTICLE VI · INITIAL REGISTERED AGENT AND STREET ADDRESS
THE NAME AND FLORIDA STREET ADDRESS (P.O. BOX NOT ACCEPTABLE) OF THE REGISTERED AGENT IS:
Debra Brandenburg
634 Woodridge Drive
Fern Park, FL 32730

ARTICLE VII · INCORPORATOR
THE NAME AND ADDRESS OF THE INCORPORATOR IS:
Debra Brandenburg
634 Woodridge Drive
Fern Park, FL 32730

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Debra Brandenburg
Signature/Registered Agent

Date: 1/14/11

Debra Brandenburg
Signature/Incorporator

Date: 1/14/11