UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

Case No. 17-60907-CIV-MORENO

FEDERAL TRADE COMMISSION, and

STATE OF FLORIDA,

Plaintiffs,

v.

JEREMY LEE MARCUS, *et al.*,

Defendants and Relief Defendants.

PLAINTIFFS' RESPONSE TO RELIEF DEFENDANT JAMES MARCUS' MOTION TO DISMISS FOR LACK OF PERSONAL JURISDICTION AND TO QUASH PROCESS

Plaintiffs, the Federal Trade Commission and the Office of the Attorney General, State of Florida, Department of Legal Affairs ("Plaintiffs") respond to Relief Defendant James Marcus' Motion to Dismiss for Lack of Personal Jurisdiction and Motion to Quash Process (the "Motion," Doc. 152) as follows:

BACKGROUND

1. Plaintiffs filed this action under Section 13(b) of the Federal Trade Commission Act ("FTC Act"), 15 U.S.C. § 53(b). Plaintiffs' complaint alleges that since at least late 2013, Jeremy Lee Marcus, Craig Davis Smith, and Yisbet Segrea, through a maze of interrelated companies, have engaged in a massive scheme to offer consumers phony debt relief services, including fake loans. Doc. 127, ¶ 3.

2. Plaintiffs further allege that fifteen relief defendants, including James Marcus, have received assets that are traceable to defendants' deceptive acts and practices and that they have no legitimate claim to those assets. Doc. 127, ¶¶ 91-93. For example, "[o]n September 27, 2016, James Marcus ([defendant Jeremy Lee Marcus'] brother) and his wife . . . purchased a townhome [in California] (the 'Culver City House') for a cash purchase price of $497,279.51.

The Receiver's investigation has established that neither Relief Defendant James Marcus nor his wife provided any consideration for the Culver City House. Rather, the Receiver's forensic accountant's tracing analysis confirms that the ultimate source of funds was Receivership Entities." Doc. 136 (Receiver's Second Interim Report), p. 36. James Marcus did not cooperate with the Receiver regarding turnover of the Culver City House, and he failed or refused to speak with Plaintiffs. Plaintiffs then added him as a relief defendant.

3. James Marcus was properly served with process of the Summons and Complaint on October 8, 2017, Doc. 156 (Amended Affidavit of Service), and is subject to the *in personam* jurisdiction of this Court. His Motion lacks merit and should be denied.

ARGUMENT

4. The FTC Act provides that in Section 13(b) actions, "process may be served on any person, partnership, or corporation wherever it may be found." 15 U.S.C. § 53(b). This "nationwide service provision in § 13(b) effectively 'creates personal jurisdiction over anyone within the United States.'" *FTC v. Cleverlink Trading Ltd.*, No. 05-cv-2889, 2006 U.S. Dist. LEXIS 45244, at *14 (N.D. Ill. June 19, 2006) (denying relief defendants' motion to dismiss for lack of personal jurisdiction based on the plain language of Section 13(b) of the FTC Act); *see also CFTC v. Oakmont Fin., Inc.*, 191 F. Supp. 3d 1347, 1350 (S.D. Fla. 2016) ("When a federal statute provides for nationwide service of process, it becomes the statutory basis for personal jurisdiction.").

5. The nationwide service provision in Section 13(b) applies not only to alleged violators of the FTC Act—it also applies to nominal and relief defendants. *FTC v. Johnson*, No. 2:10-cv-02203-MMD-GWF, 2013 U.S. Dist. LEXIS 80341, at *34 (D. Nev. June 6, 2013) (denying relief defendants' motion to dismiss for lack of personal jurisdiction, because the FTC Act provides for nationwide service of process "sufficient to allow the exercise of *in personam* jurisdiction"); *Cleverlink Trading*, 2006 U.S. Dist. LEXIS 45244, at *14 ("by its plain language, nationwide service of process [under Section 13(b) of the FTC Act] is not restricted to alleged violators or parties to the suit"). Indeed, "[i]t makes little sense to allow nationwide service for

violators of the FTC Act, but withhold from the Court's jurisdiction out-of-state nominal defendants who receive ill-gotten assets obtained through a fraudulent scheme. Such a result would frustrate the [C]ourt's ability to provide full relief for the underlying fraud." *Johnson*, 2013 U.S. Dist. LEXIS 80341, at *34.

6. "[W]here nationwide service is authorized by federal law the relevant question becomes whether the person . . . has minimum contacts with the United States," not the forum state. *Cleverlink Trading*, 2006 U.S. Dist. LEXIS 45244, at *14-15; *see also SEC v. Carrillo*, 115 F.3d 1540, 1544 (11th Cir. 1997); *Oakmont Fin.*, 191 F. Supp. 3d at 1351.

7. James Marcus makes no claim that he lacks sufficient contacts with the nation as a whole, nor could he.[1] Rather, he asserts that (1) he was not properly served, and (2) he lacks minimum contacts with the State of Florida. *See* Doc. 152. Both arguments fail.

8. First, although James Marcus has sworn under oath that the "Summons and Complaint was simply left on [his] door step when no person was at home," Doc. 152-1, the process server attests otherwise. Doc. 156. James Marcus was not only home, he answered the door, was informed of the contents of the Summons and Complaint, and even looked at the papers before telling the process server to leave them at the door because Marcus' "dog was barking very loudly." Doc. 156. James Marcus was properly served.

[1] Nor did or could James Marcus present a "compelling case," or any evidence for that matter, that he is at a "severe disadvantage" or that his "ability to defend this lawsuit will be compromised significantly if [he is] required to litigate in Miami." *See Republic of Pan. v. BCCI Holdings (Luxembourg) S.A.*, 119 F.3d 935, 947-48 (11th Cir. 1995) ("Only when a defendant challenging jurisdiction has presented a compelling case that . . . would render jurisdiction unreasonable, should courts weigh the federal interests favoring the exercise of jurisdiction . . . We emphasize that it is only in highly unusual cases that inconvenience will rise to a level of constitutional concern . . . The burden is on the defendant to demonstrate that the assertion of jurisdiction in the forum will make litigation so gravely difficult and inconvenient that [he] unfairly is at a severe disadvantage in comparison to his opponent . . . Where, as here, Congress has provided for nationwide service of process, courts should presume that nationwide personal jurisdiction is necessary to further congressional objectives.") (internal quotations and citations omitted).

9. Second, although a minimum contacts analysis with the forum state is not required,[2] such minimum contacts exist here. For example, despite James Marcus' sworn statement that he has "no connection to the State of Florida" and has "not done any work in the State of Florida" since at least 2010, Doc. 152-1, James Marcus is listed with at least five Secretaries of State as an officer or director of defendant 321Loans, Inc. at its 1410 SW 3rd Street, Pompano Beach, Florida address, and he is listed as a "governor" of the Florida corporate defendant in a sixth state. *See* Secretary of State records for Iowa, Missouri, Montana, Nebraska, New Hampshire, and Washington, attached hereto as Composite Exhibit A. In addition, James Marcus has been listed as the California agent for service of process for the Florida corporate defendant for the last three years. *See* Exhibit B. As such, James Marcus not only has sufficient minimum contacts with the United States, but also with the State of Florida, and it is reasonable and fair for him to expect to be haled into court here.[3]

For the foregoing reasons, James Marcus' Motion should be denied.

[2] It is only absent such a nationwide service provision as that contained in the FTC Act that due process requires minimum contacts with the forum state before the Court may exercise personal jurisdiction. *See Cleverlink Trading*, 2006 U.S. Dist. LEXIS 45244, at *14; *see also Carrillo*, 115 F.3d at 1544 ("We agree with the rule applied by the other circuits and hereby hold that the applicable forum for minimum contacts purposes is the United States in cases where, as here, the court's personal jurisdiction is invoked based on a federal statute authorizing nationwide or worldwide service of process."); *Oakmont Fin.*, 191 F. Supp. 3d at 1350-51 ("When a federal statute contains a nationwide service of process provision, the Court must . . . examine that Defendant's aggregate contacts with the nation as a whole rather than his contacts with the forum state.").

[3] James Marcus' Motion does not contain a certificate of conference under Local Rule 7.1(a)(3), and Plaintiffs did not hear from counsel prior to the filing of the Motion. However, on Friday, November 3, 2017, Plaintiffs' counsel informed James Marcus' counsel of the contents of this Response, including the perceived errors in his client's affidavit regarding service of process and his connection to Florida, and gave counsel the opportunity to withdraw the Motion before filing this Response.

Dated: November 9, 2017.

Respectfully submitted,

DAVID SHONKA
Acting General Counsel

/s/ Angeleque P. Linville
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vverduce@ftc.gov; (404) 656-1355
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Atlanta, GA 30303
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Adili Telephone: (954) 712-4628
Ronnie.Adili@myfloridalegal.com

Attorneys for Plaintiff
STATE OF FLORIDA

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 9th day of November, 2017, I electronically filed the foregoing document with the Clerk of the Court by using the CM/ECF system. I also certify that the foregoing document is being served this date on all counsel of record on the below Service List via transmission of Notices of Electronic Filing generated by the CM/ECF system, or for those counsel or parties who are not authorized to receive CM/ECF Notices of Electronic Filing, is being served in the manner specified.

/s/ Angeleque P. Linville

SERVICE LIST

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The VerStandig Law Firm, LLC

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Potomac, Maryland 20854
Counsel for Defendant Jeremy Lee Marcus and
Relief Defendants Halfpay International, LLC; Halfpay NV LLC;
JLMJP Pompano, LLC; and Nantucket Cove of Illinois, LLC

Edward Shohat, Esq.
eshohat@joneswalker.com
Barry S. Turner, Esq.
bturner@joneswalker.com
JONES WALKER, LLP
201 S. Biscayne Blvd, 26th Floor
Miami, Florida 33131
Counsel for Defendants Craig Davis Smith and Yisbet Segrea

By U.S. Mail:

Jack Marcus
6436 Grand Cypress Cir.
Lake Worth, FL 33463

Composite Exhibit A

303325

PAUL D. PATE
Secretary of State
State of Iowa

APPLICATION FOR CERTIFICATE OF AUTHORITY (NONPROFIT)

$25.00 KARE 2 /7/15 CAUT 749244

RECEIVED SECRETARY OF STATE IOWA 2015 AUG -3 PM 4:20

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:
Pursuant to the Revised Iowa Nonprofit Corporation Act, the undersigned corporation applies for a certificate of authority to transact business in Iowa, and states:

1. The name of the corporation is: 321Loans, Inc.

1A. [See Note 6] The name the corporation will use in Iowa, if different than the legal name of the corporation is:

2. The corporation is incorporated under the laws of the state [or foreign country] of : Florida

3. The date of incorporation of the corporation was: 10/28/2014

4. The duration of the corporation is: Perpetual

5. The street address of its principal office is:
   Address 1451 W. Cypress Creek Rd, Suite 207
   City, State, Zip Fort Lauderdale, FL 33309

6. The street address of its registered office in Iowa and the name of its registered agent at that office
   Name Registered Agents, Inc.
   Address 309 Court Avenue, Suite 811
   City, State, Zip Des Moines, Iowa 50309

7. Check one: ☐ The corporation has members. ☑ The corporation has no members.

8. The names and usual business or home addresses of its current directors and officers:
   Name Jeremy Marcus, President
   Address 1410 SW 3rd St
   City, State, Zip Pompano Beach, FL 33069

   Name Joseph Ford
   Address 1410 SW 3rd St
   City, State, Zip Pompano Beach, FL 33069

835_0106
1/15

3

Name Craig Smith

Address 1410 SW 3rd St

City, State, Zip Pompano Beach, FL 33069

Name James Marcus

Address 1410 SW 3rd St

City, State, Zip Pompano Beach, FL 33069

[Please attach additional pages as necessary]

9. **A certificate of existence, or a document of similar import, duly authenticated within 90 days prior to the date of this application, by the secretary of state or other official having custody of corporate records in the state or country of incorporation, accompanies this application.**

10. Signature

Type or print name and title Jeremy Marcus, President

NOTES:

1. The filing fee is $25.00. Make checks payable to SECRETARY OF STATE.
2. A certificate of existence, or a document of similar import, duly authenticated within 90 days prior to the date of this application, by the secretary of state or other official having custody of corporate records in the state or country of incorporation, must accompany this application.
3. The document is to be signed by the chairperson of the board, the president, or other officer of the corporation. If directors have not been selected, the document is to be signed by an incorporator. If the corporation is in the hands of a court appointed fiduciary, the document is to be signed by the fiduciary. A copy of a signature is acceptable for filing. Verification is not required.
4. One copy of the document is to be delivered to the Secretary of State for filing.
5. The effective time and date of the document is the later of the following:
   a. the time of filing on the date it is filed;
   b. the time specified in the document on the date it is filed;
   c. the time and date specified in the document, not later than 90 days after the date it is filed.
6. If the name of the corporation does not satisfy the requirements of section 1506 of the Revised Iowa Nonprofit Corporation Act, the corporation may use a fictitious name to transact business in Iowa if the corporation's real name is unavailable and the corporation delivers to the secretary of state for filing a copy of the resolution of its board of directors, certified by its secretary, adopting the fictitious name.
7. The information you provide will be open to public inspection under *Iowa Code* chapter 22.11.

SECRETARY OF STATE
Business Services Division
Lucas Building, 1st Floor
Des Moines, IA 50319

Phone: (515) 281-5204
Fax: (515) 242-5953
Website: sos.iowa.gov

State of Florida

Department of State

I certify from the records of this office that 321LOANS, INC., is a corporation organized under the laws of the State of Florida, filed on October 28, 2014.

The document number of this corporation is N14000010092.

I further certify that said corporation has paid all fees due this office through December 31, 2015, that its most recent annual report/uniform business report was filed on February 3, 2015, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

FILED
IOWA
SECRETARY OF STATE
8/3/15
4:20P
W985039

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capital, this the Fourteenth day of July, 2015

Ken Detzner
Secretary of State

CR2EO22 (1-11)

F001323008
Date Filed: 8/3/2015
Jason Kander
Missouri Secretary of State

State of Missouri

Jason Kander, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

Application for Certificate of Authority For a Foreign For-Profit Corporation

(Submit with filing fee of $155.00)

1. The corporation's name is 321Loans, Inc.

   and it is organized and existing under the laws of Florida

2. The name it will use in Missouri is 321Loans, Inc.

3. The date of its incorporation was 10/28/2014 *(month/day/year)*, and the period of its duration is Perpetual

4. The address of its principal place of business is 1410 SW 3rd St, Pompano Beach, FL 33069 *(Address / City/State/Zip)*

5. The name and physical address of its registered agent and office in the State of Missouri is

   Registered Agents, Inc. *(Name)* 117 South Lexington Street, Suite 100 *(Address)* Harrisonville, Missouri 64701 *(City/State/Zip)*

6. The specific purpose(s) of its business in Missouri are: To provide quality education on a variety of financial topics and offer consumer loans to eligible applicants.

7. The name of its officers and directors and their business addresses are as follows:

	Name	*Address*	*City/State/Zip*
Officers			
President	Jeremy Marcus	1410 SW 3rd St	Pompano Beach, FL 33069
Vice President	Joseph Ford	1410 SW 3rd ST	Pompano Beach, FL 33069
Secretary	James Marcus	1410 SW 3rd ST	Pompano Beach, FL 33069
Treasurer	Craig Smith	1410 SW 3rd ST	Pompano Beach, FL 33069
Board of Directors			
Director	Kyle Hunt	1410 SW 3rd ST	Pompano Beach, FL 33069
Director			
Director			
Director			
Director			

(Please see next page)

Name and address to return filed document:

Name: Katherine McGrath

Address: 1410 SW 3rd St

City, State, and Zip Code: Pompano Beach, FL 33069

ORI-08062015-2555 State of Missouri
No of Pages 3 Pages

Creation - For Profit (F)

8. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: _____

(Date may not be more than 90 days after the filing date in this office)

In Affirmation thereof, the facts stated above are true and correct:
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	Jeremy Marcus	President	7/28/15
Must be an Officer or Chairman listed in #7	*Printed Name*	*Title*	*Date*

Note: A current (not more than 60 days old) original certificate of good standing or certificate of existence must be submitted with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters in the state of domicile.

State of Florida

Department of State

I certify from the records of this office that 321LOANS, INC., is a corporation organized under the laws of the State of Florida, filed on October 28, 2014.

The document number of this corporation is N14000010092.

I further certify that said corporation has paid all fees due this office through December 31, 2015, that its most recent annual report/uniform business report was filed on February 3, 2015, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capital, this the Fourteenth day of July, 2015

Ken Detzner
Secretary of State

CR2EO22 (1-11)

STATE OF MISSOURI

Jason Kander
Secretary of State

CERTIFICATE OF AUTHORITY

WHEREAS,

321LOANS, INC.
F001323008

has complied with the Missouri General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of the State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Florida.

NOW, THEREFORE, I, JASON KANDER, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 3rd day of August, 2015.

JASON KANDER
Secretary of State

SECRETARY OF STATE
Linda McCulloch -- State of Montana

Montana State Capitol
PO Box 202801
Helena, MT 59620-2801

321LOANS, INC.
1410 SW 3RD ST
POMPANO BEACH FL 33069

CERTIFICATE OF FILING

I, LINDA McCULLOCH, Secretary of State of the State of Montana, do hereby certify that

321LOANS, INC.

filed its CERTIFICATE OF AUTHORITY in this office and has fulfilled the applicable requirements set forth in law. By virtue of the authority vested in the office, I hereby issue this certificate evidencing filing effective on the date shown below. I wish you the best of luck with all your future endeavors as part of the Montana business community.

Certified File Number: F076837 - 547747
Dated: August 31, 2015
Effective Date: August 24, 2015

The first Annual Report must be delivered to the Secretary of State between January 1 and April 15 of the year **following** the calendar year in which a Domestic or Foreign Corporation or Limited Liability Company was incorporated or authorized to transact business. Subsequent Annual Reports must be delivered to the Secretary of State between January 1 and April 15 each year thereafter.

Linda McCulloch
Secretary of State

F076837

547747

STATE OF MONTANA

Prepare, sign, submit with original signature and filing fee.
This is the minimum information required.

CERTIFICATE of AUTHORITY for a
FOREIGN NONPROFIT CORPORATION
35-2-822, MCA

MAIL: **LINDA McCULLOCH**
Secretary of State
P.O. Box 202801
Helena, MT 59620-2801
PHONE: (406) 444-3665
FAX: (406) 444-3976
WEB SITE: sos.mt.gov

(This space for use by the Secretary of State only)
547747
STATE OF MONTANA
FILED
AUG 24 2015
SECRETARY OF STATE
F076837

Required Filing Fee: $20.00
☐ 24 Hour Priority Handling check box and **Add** $20.00
☐ 1 Hour Expedite Handling check box and ***Add $100.00***

1. Name of the Nonprofit Corporation: 321Loans, Inc.

2. The date of incorporation: 10/28/2014 (Month/Day/Year) period of duration: Perpetual

3. The state of incorporation is: Florida

4. The business mailing address of the principal office: 1410 SW 3rd St

   City: Pompano Beach State: FL Zip Code: 33069

5. The name, street or rural route box number and mailing address of the registered office/agent in Montana:
   Appointment of a Registered Agent is confirmation of the agent's consent.

   Name: Registered Agents, Inc.

   Street Address **(required)**: 1001 S. Main Street, Suite 500, Kalispell, Montana 59901

   Mailing Address: Same as above

   City: _____ State: **MT** Zip Code: _____

6. The name, title and business mailing address of the current **directors** and **officers** (At least 3 directors & 1 officer are required.)
   Attach a separate list if necessary:

   Jeremy Marcus, President 1410 SW 3rd St, Pompano Beach, FL 33069
   Joe Ford, Director 1410 SW 3rd St, Pompano Beach, FL 33069
   Craig Smith, Director 1410 SW 3rd St, Pompano Beach, FL 33069
   James Marcus, Director 1410 SW 3rd St, Pompano Beach, FL 33069

7. This Nonprofit Corporation is a (**you must check one**):
   ☐ Public Benefit Corporation **with** members
   ☐ Mutual Benefit Corporation **with** members
   ☐ Religious Corporation **with** members
   ☐ Public Benefit Corporation **without** members
   ☐ Mutual Benefit Corporation **without** members
   ☐ Religious Corporation **without** members

8. A description of the business being transacted: Consumer Lending

9. **I, HEREBY SWEAR AND AFFIRM,** under penalty of law, that the facts contained in this document are true and that this entity has complied with the organizational laws in the jurisdiction in which it is organized and that it exists in that jurisdiction.

   _____ 8/13/15
   Signature of Officer or Chairperson of the Board of Directors Date

   Daytime Contact: Phone: 954-239-7630 Email: c.smithcypress@gmail.com

RECEIVED
2015 AUG 24 PM
SECRETARY OF STATE
HELENA, MONTANA

State of Florida

Department of State

I certify from the records of this office that 321LOANS, INC., is a corporation organized under the laws of the State of Florida, filed on October 28, 2014.

The document number of this corporation is N14000010092.

I further certify that said corporation has paid all fees due this office through December 31, 2015, that its most recent annual report/uniform business report was filed on February 3, 2015, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capital, this the Fourteenth day of July, 2015

Ken Detzner
Secretary of State

CR2EO22 (1-11)

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

(Non-Profit Corporations)

NE Sec of State John A Gale - CORP FA
1001352018 Pgs: 3
321LOANDS, INC.
Filed: 08/04/2015 02:06 PM

John A. Gale, Secretary of State
Room 1301 State Capitol, P.O. Box 94608
Lincoln, NE 68509
http://www.sos.state.ne.us

Submit in Duplicate

Attach a certificate of good standing duly authenticated by the official having custody of the corporate records in the state or country under whose law the corporation is incorporated. Such certificate shall not be more than 60 days old. A certified copy of the articles of incorporation should not be submitted and is not acceptable in lieu of such certificate.

Name of Corporation 321Loans, Inc.

Fictitious Name of Corporation*_____
(to be used only if actual corporate name is unavailable for use or does not comply with Nebraska law)
* Include a resolution from the Board of Directors signed by the Secretary adopting this fictitious name

Incorporated under the laws of Florida

Date Incorporation October 28, 2014 (Year) Period of Duration Perpetual

Corporate Type (check one) [x] Public Benefit [ ] Mutual Benefit [ ] Religious

Does the Corporation Have Members? [ ] Yes [x] No

Address of Principal Office 1451 W. Cypress Creek Rd, Suite 207, Ft. Lauderdale, FL 33309
(Street Address / City / State / Zip)

Registered Agent Registered Agent, Inc.

Registered Office 530 S. 13th St, Suite 100, (Street Address and Post Office Box (if any)) Lincoln (City) NE 68508 (Zip)

Effective date if other than the date filed _____

Signature

Jeremy Marcus, President
Printed Name/Title

NOTE: Every filing must be signed by the chairperson of the board of directors, the president, or one of the officers of the corporation. If the corporation has not yet been formed or directors have not yet been selected, the filing shall be signed by an incorporator. If the corporation is in the hands of a receiver, trustee, or other court appointed fiduciary, the filing shall be signed by that fiduciary.

NOTE: To complete this filing you must provide a list of officers and directors names and street addresses.
FILING FEE: $25.00 (please add $5.00 a page for each additional page)

Revised 12/2011

Neb. Rev. Stat. 21-19,148

Page 2

OFFICERS:

Jeremy Marcus, President
Name/Title
1410 SW 3rd St
Street Address
Pompano Beach FL 33069
City State Zip

Joseph Ford, Vice President
Name/Title
1410 SW 3rd St
Street Address
Pompano Beach FL 33069
City State Zip

James Marcus, Secretary
Name/Title
1410 SW 3rd St
Street Address
Pompano Beach FL 33069
City State Zip

Craig Smith, Treasurer
Name/Title
1410 SW 3rd St
Street Address
Pompano Beach FL 33069
City State Zip

Name/Title
Street Address
City State Zip

Name/Title
Street Address
City State Zip

Name/Title
Street Address
City State Zip

Name/Title
Street Address
City State Zip

DIRECTORS:

Kyle Hunt
Name
1410 SW 3rd St
Street Address
Pompano Beach FL 33069
City State Zip

Name
Street Address
City State Zip

Name
Street Address
City State Zip

Name
Street Address
City State Zip

Name
Street Address
City State Zip

Name
Street Address
City State Zip

Name
Street Address
City State Zip

Name
Street Address
City State Zip

Please Copy this page and submit additional pages if needed.

State of Florida

Department of State

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Ken Detzner
Secretary of State

CR2EO22 (1-11)

Filed
Date Filed: 08/03/2015
Business ID: 729975
William M. Gardner
Secretary of State

State of New Hampshire

Filing fee: $25.00
Use black print or type.
Leave 1" margins both sides.

Form FNP-1
RSA 292:5-b
& 293-A:15.03

APPLICATION FOR REGISTRATION OF A FOREIGN NONPROFIT CORPORATION

PURSUANT TO THE provisions of voluntary corporations and associations and the New Hampshire Business Corporations Act, the undersigned corporation hereby applies for a certificate of registration in New Hampshire, and for that purpose submits the following statement:

FIRST: The name of the corporation is 321Loans, Inc.

SECOND: It is incorporated under the laws of Florida.

THIRD: The date of its incorporation is October 28, 2014 and the period of its duration is Perpetual.

FOURTH: The complete address (including zip code) of its principal office is 1451 W. Cypress Creek Rd Suite 207, Fort Lauderdale, FL 33309.

FIFTH: The name of its registered agent **in New Hampshire** is Registered Agents, Inc. and the complete address (including zip code) of its proposed registered office **in New Hampshire** is (agent's business address) 159 Main Street, Suite 100 Nashua, New Hampshire 03060. (Note 1)

SIXTH: The principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire are: To conduct consumer lending. (Note 2)

State of New Hampshire
Form FNP 1 - Foreign Nonprofit Application 4 Page(s)

T1521705106

APPLICATION FOR REGISTRATION OF
A FOREIGN NONPROFIT CORPORATION

Form FNP-1
(cont.)

SEVENTH: The names and usual business addresses of its current officers and directors are: (If there are additional officers or directors, attach additional sheet.)

Name	Office	Address
OFFICERS		
Jeremy Marcus	President	1410 SW 3rd St Pompano Beach, FL 33069
Joseph Ford	Vice President	1410 SW 3rd St Pompano Beach, FL 33069
James Marcus	Secretary	1410 SW 3rd St Pompano Beach, FL 33069
Craig Smith	Treasurer	1410 SW 3rd St Pompano Beach, FL 33069
DIRECTORS		
Kyle Hunt	Director	1410 SW 3rd St Pompano Beach, FL 33069

APPLICATION FOR REGISTRATION OF
A FOREIGN NONPROFIT CORPORATION

Form FNP-1
(cont.)

321Loans, Inc. (Note 3)

(Note 4)
(Signature)

Jeremy Marcus
(Print or type name)

President (Note 4)
(Title)

Date signed: 7.28.15

Notes: 1. New Hampshire law requires out-of-state nonprofit corporations to have a registered agent/ registered office.
RSA 293-A:15.07 Registered Office and Registered Agent of Foreign Corporation.
Each foreign corporation authorized to transact business in this state shall continuously maintain in this state:
(1) a registered office that may be the same as any of its places of business; and
(2) a registered agent, who may be:
(i) an individual who resides in this state and whose business office is identical with the registered office;
(ii) a domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or
(iii) a foreign corporation or foreign not-for-profit corporation authorized to transact business in this state whose business office is identical with the registered office.
2. This statement is not required by statute but may be helpful in determining the availability of the corporate name.
3. Exact corporate name of corporation making the application.
4. Signature and title of person signing for the corporation. Must be signed by chairman of the board of directors, president or another officer; or see RSA 293-A:1.20(f) for alternative signatures.

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee and DATED AND SIGNED ORIGINAL to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989. Physical location: 25 Capitol Street, 3rd Floor, Concord, NH 03301.

State of Florida

Department of State

I certify from the records of this office that 321LOANS, INC., is a corporation organized under the laws of the State of Florida, filed on October 28, 2014.

The document number of this corporation is N14000010092.

I further certify that said corporation has paid all fees due this office through December 31, 2015, that its most recent annual report/uniform business report was filed on February 3, 2015, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capital, this the Fourteenth day of July, 2015

Ken Detzner
Secretary of State

CR2EO22 (1-11)

All online submission options will be unavailable from Friday November 3rd at 5:00pm to Monday November 13th at 8:00am due to maintenance. During this time paper forms will still be available to print and mail-in for emergencies. We apologize for the inconvenience, and appreciate your patience during this process.

321LOANS, INC. DBA 321LOANS

UBI Number	603536665
Category	REG
Profit/Nonprofit	Nonprofit
Active/Inactive	Inactive
State Of Incorporation	FL
WA Filing Date	08/06/2015
Expiration Date	08/31/2016
Inactive Date	12/01/2016
Duration	Perpetual
Registered Agent Information	
Agent Name	REGISTERED AGENTS INC.
Address	170 S LINCOLN STE 150
City	SPOKANE
State	WA
ZIP	992010000

Governing Persons (as defined in RCW 23.95.105 (12) (http://app.leg.wa.gov/RCW/supdefault.aspx?cite=23.95.105))

Title	Name
Governor	MARCUS, JEREMY
Governor	FORD, JOSEPH
Governor	MARCUS, JAMES
Governor	SMITH, CRAIG
Governor	HUNT, KYLE

Exhibit B

F

State of California
Secretary of State

Statement of Information
(Foreign Corporation)
FEES (Filing and Disclosure): $25.00.
If this is an amendment, see instructions.
IMPORTANT – READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

FH86682

FILED

In the office of the Secretary of State of the State of California

JAN-04 2017

This Space for Filing Use Only

1. **CORPORATE NAME**
321LOANS, INC.

2. **CALIFORNIA CORPORATE NUMBER** C3770697

No Change Statement (Not applicable if agent address of record is a P.O. Box address. See instructions.)

3. **If there have been any changes to the information contained in the last Statement of Information filed with the California Secretary of State, or no statement of information has been previously filed, this form must be completed in its entirety.**
☐ If there has been no change in any of the information contained in the last Statement of Information filed with the California Secretary of State, check the box and proceed **to Item 13**.

Complete Addresses for the Following (Do not abbreviate the name of the city. Items 4 and 5 cannot be P.O. Boxes.)

	CITY	STATE	ZIP CODE
4. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE 1410 SW 3RD ST, POMPANO BEACH, FL 33069			
5. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY			
6. MAILING ADDRESS OF THE CORPORATION, IF DIFFERENT THAN ITEM 4			

Names and Complete Addresses of the Following Officers (The corporation must list these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

	ADDRESS	CITY	STATE	ZIP CODE
7. CHIEF EXECUTIVE OFFICER/ JACK MARCUS	1410 SW 3RD ST, POMPANO BEACH, FL 33069			
8. SECRETARY JACK MARCUS	1410 SW 3RD ST, POMPANO BEACH, FL 33069			
9. CHIEF FINANCIAL OFFICER/ JACK MARCUS	1410 SW 3RD ST, POMPANO BEACH, FL 33069			

Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 11 must be completed with a California street address, a P.O. Box address is not acceptable. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 11 must be left blank.

10. NAME OF AGENT FOR SERVICE OF PROCESS [Note: The person designated as the corporation's agent MUST have agreed to act in that capacity prior to the designation.]
JAMES MARCUS

	CITY	STATE	ZIP CODE
11. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, **IF AN INDIVIDUAL** 665 GREEN VALLEY CIRCLE UNIT 222, CULVER CITY, CA 90230			

Type of Business

12. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION
FOREIGN NON PROFIT CORP

13. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

01/04/2017	JACK MARCUS	TRUSTEE FOR 321 LOANS BUSINESS TRUST	
DATE	TYPE/PRINT NAME OF PERSON COMPLETING FORM	TITLE	SIGNATURE

SI-350 (REV 01/2013) APPROVED BY SECRETARY OF STATE

F

State of California
Secretary of State

119

Statement of Information
(Foreign Corporation)
FEES (Filing and Disclosure): $25.00.
If this is an amendment, see instructions.
IMPORTANT – READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

FILED
Secretary of State
State of California
MAR 29 2016

This Space for Filing Use Only

1. CORPORATE NAME
321 LOANS, INC.

2. CALIFORNIA CORPORATE NUMBER C3770697

No Change Statement (Not applicable if agent address of record is a P.O. Box address. See instructions.)

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Complete Addresses for the Following (Do not abbreviate the name of the city. Items 4 and 5 cannot be P.O. Boxes.)

	STREET ADDRESS	CITY	STATE	ZIP CODE
4. PRINCIPAL EXECUTIVE OFFICE	1410 SW 3rd St.	POMPANO BEACH	FL	33069
5. PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY			CA	
6. MAILING ADDRESS OF THE CORPORATION, IF DIFFERENT THAN ITEM 4				

Names and Complete Addresses of the Following Officers (The corporation must list these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

	ADDRESS	CITY	STATE	ZIP CODE
7. CHIEF EXECUTIVE OFFICER/ JEREMY MARCUS	1410 SW 3rd St.	POMPANO BEACH	FL	33069
8. SECRETARY CRAIG SMITH	1410 SW 3rd St.	POMPANO BEACH	FL	33069
9. CHIEF FINANCIAL OFFICER/ JACK MARCUS	1410 SW 3rd St.	POMPANO BEACH	FL	33069

Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 11 must be completed with a California street address, a P.O. Box address is not acceptable. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 11 must be left blank.

10. NAME OF AGENT FOR SERVICE OF PROCESS
JAMES MARCUS

	CITY	STATE	ZIP CODE
11. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, **IF AN INDIVIDUAL** 855 VICTOR AVE APT. 301	INGLEWOOD	CA	90302

Type of Business

12. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION
EDUCATIONAL AND FINANCIAL ASSISTANCE

13. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

DATE	TYPE/PRINT NAME OF PERSON COMPLETING FORM	TITLE	SIGNATURE
3/23/16	JEREMY MARCUS	DIRECTOR	

3770697

S&DC-S/N	Statement and Designation by Foreign Corporation

To qualify a corporation from another state or country to transact intrastate business in California, fill out this form, and submit for filing along with:

- A **$100** filing fee (for a foreign stock corporation) or **$30** filing fee (for a foreign nonprofit corporation), and
- A *certificate of good standing, issued within the last six (6) months* by the agency where the corporation was formed. **Note:** If the corporation is a nonprofit, the certificate of good standing also must indicate the corporation is a nonprofit or nonstock corporation.
- A separate, non-refundable **$15** service fee also must be included, if you **drop off** the completed form.

Important! Corporations in California may have to pay a minimum $800 yearly tax to the California Franchise Tax Board. For more information, go to https://www.ftb.ca.gov.

FILED
Secretary of State
State of California
MAR 24 2015

VPC This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

Corporate Name (List the exact name of the corporation, as shown in the certificate of good standing. **If** the name of the corporation is not available for use in the State of California, the corporation must qualify under an assumed name. E.g., "[list the exact name] which will do business in California as [list the proposed assumed name]." For general corporate name requirements and restrictions in California, go to www.sos.ca.gov/business/be/name-availability.htm.)

① 321Loans, Inc.

Corporate History

② State or foreign country where this corporation was formed: Florida

Service of Process (List a California resident or a California registered corporate agent that agrees to be your agent to accept service of process in case your corporation is sued. You may list any adult who lives in California. You may **not** list your own corporation as the agent. **Do not** list an address if the agent is a California registered corporate agent as the address for service of process is already on file.)

③ a. James Marcus
Agent's Name

b. 855 Victor Avenue, Apt. 301 Inglewood CA 90302
*Agent's Street Address (if agent is **not** a corporation) - Do not list a P.O. Box* *City (no abbreviations)* *State* *Zip*

The corporation named in Item 1 above irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the California Secretary of State if that agent or that agent's successor is no longer authorized to act or cannot be found at the address given.

Corporate Addresses

④ a. 260 Natura Avenue, Deerfield Beach, FL 33441
Street Address of Principal Executive Office - Do not list a P.O. Box *City (no abbreviations)* *State* *Zip*

b. CA
Street Address of Principal Office in California, if any - Do not list a P.O. Box *City (no abbreviations)* *State* *Zip*

c.
Mailing Address of Principal Executive Office, if different from 4a or 4b *City (no abbreviations)* *State* *Zip*

Read and sign below: This form must be signed **by an officer** of the foreign corporation.

▶ Sign here | Jeremy Marcus Print your name here | President Your officer title

Make check/money order payable to: **Secretary of State**	***By Mail***	***Drop-Off***
Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a $5 certification fee.	Secretary of State Business Entities, P.O. Box 944260 Sacramento, CA 94244-2600	Secretary of State 1500 11th Street, 3rd Floor Sacramento, CA 95814

State of Florida
Department of State

I certify from the records of this office that 321 LOANS, INC. is a corporation organized under the laws of the State of Florida, filed on October 28, 2014.

The document number of this corporation is N14000010092.

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I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capital, this the Twenty-sixth day of January, 2015

GREAT SEAL OF THE STATE OF FLORIDA
IN GOD WE TRUST

Ken Detzner

Secretary of State

Authentication ID: CU7614744656

To authenticate this certificate,visit the following site,enter this ID, and then follow the instructions displayed.

https://efile.sunbiz.org/certauthver.html