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01 DEC 12 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 297200 4357112
AUTHORIZATION : *Patricia Pizutto*
COST LIMIT : \$ ~~25.50~~ 78.005

ORDER DATE : December 10, 2001

ORDER TIME : 10:33 AM

ORDER NO. : 297200-015

700004720467--5

CUSTOMER NO: 4357112

CUSTOMER: Becky Jewell, Legal Asst
Wilshire Equities
Suite 308
1640 S. Sepulveda Boulevard
Los Angeles, CA 90025

RECEIVED
01 DEC 12 AM 11:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: PACIFIC EQUITIES GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

BK

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. PACIFIC EQUITIES GROUP, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. NEVADA 3. 95-4544929
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 25, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1640 S. Sepulveda Blvd., Suite 308, Los Angeles, CA 90025
(Principal office address)
Post Office Box 25991, Los Angeles, CA 90025
(Current mailing address)
8. Real Estate Holding
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

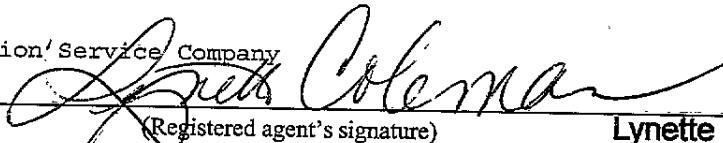
(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation/Service Company



(Registered agent's signature)

Lynette Coleman
as its agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Harvey Rosen

Address: Post Office Box 25991, Los Angeles, CA 90025

Vice Chairman: None

Address: _____

Director: Harvey Rosen

Address: Post Office Box 25991, Los Angeles, CA 90025

Director: David S. Rosen

Address: Post Office Box 25991, Los Angeles, CA 90025

B. OFFICERS

President: David S. Rosen

Address: Post Office Box 25991, Los Angeles, CA 90025

Vice President: None

Address: _____

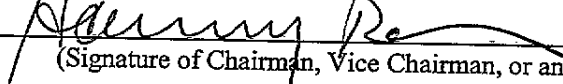
Secretary: Harvey Rosen

Address: Post Office Box 25991, Los Angeles, CA 90025

Treasurer: David S. Rosen

Address: Post Office Box 25991, Los Angeles, CA 90025

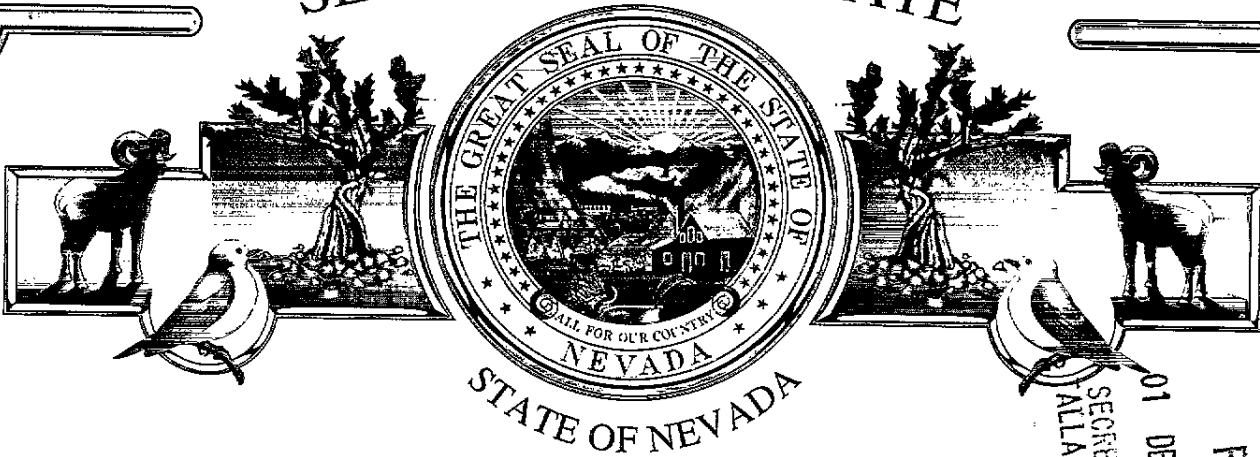
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Harvey Rosen, Chairman/Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PACIFIC EQUITIES GROUP, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 25, 1995, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on November 29, 2001.



Dean Heller

Secretary of State

By

Racquelene Wray
Certification Clerk