

F02000002590

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: First Pacific Financial, Inc.
(Name of corporation)

DOCUMENT NUMBER: F02000002590

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nicole Ang
(Name of person)

Stearns Lending, Inc.
(Name of firm/company)

4 Hutton Centre Drive Suite 500
(Address)

Santa Ana, CA 92707
(City/state and zip code)

For further information concerning this matter, please call:

Nicole Ang at (714) 513-7977
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000002590
(Document number of corporation (if known))

1. First Pacific Financial, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. California (Incorporated under laws of) 3. 05/24/2002 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. Stearns Lending, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

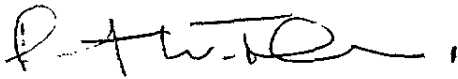
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Robert Telles
(Typed or printed name of person signing)

10/27/04
(Date)

SEC/CFO
(Title of person signing)

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TALLAHASSEE FLORIDA

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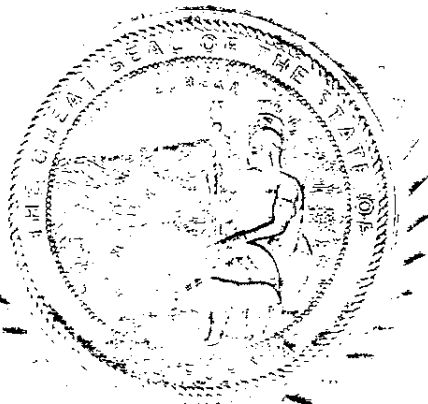


SECRETARY OF STATE

CERTIFICATE OF FILING

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify that on the **28th day of October, 2004**, there was filed in this office an amendment changing the corporation name from **FIRST PACIFIC FINANCIAL, INC.**, a California corporation, to **STEARNS LENDING, INC.**

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 29, 2004.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

GC

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

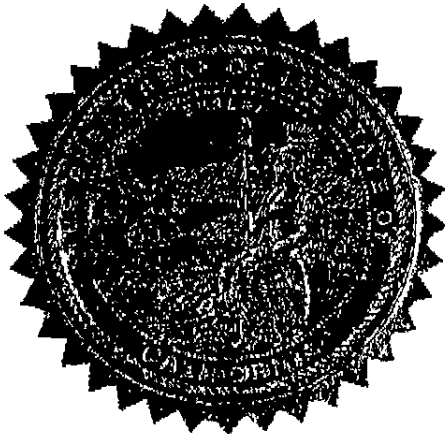
I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify that on the 31ST day of JULY, 1984, STEARNS LENDING, INC. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 29, 2004.



Kevin Shelley
KEVIN SHELLEY
Secretary of State



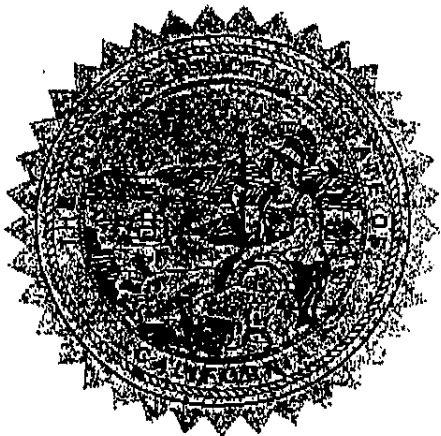
SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

 OCT 29 2004



Kevin Shelley
Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

First Pacific Financial, Inc.

ENDORSED - FILED
In the Office of the Secretary of State
of the State of California

OCT 28 2004

KEVIN SHELLEY
Secretary of State

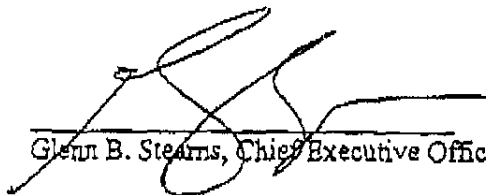
The undersigned certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of FIRST PACIFIC FINANCIAL, a California Corporation.
2. Article I of the Articles of Incorporation of said Corporation is amended to read as follows:

41.

The name of this corporation is STEARNS LENDING, Inc."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has issued one hundred five thousand (105,000) shares of common capital stock. The total number of outstanding shares is fifty two thousand five hundred (52,500). This amendment was approved by the written consent of the Shareholders in accordance with section 903 of the California Corporations Code. The number of shares voting in favor of this Amendment equalled one hundred percent (100%).



Glenn B. Stearns, Chief Executive Officer



Robert W. Telles, Secretary