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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : A 1 A CORPORATE SERVICES, INC.
Account Number : I20010000247
Phone : (877) 527-3463
Fax Number : (305) 675-2811

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04 OCT -8 PM 3:28
DIVISION OF CORPORATION

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04 OCT -8 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

SOUTH BAY FUNDING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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10/11/04

H040002018193

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN 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. SOUTH BAY FUNDING, 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. CALIFORNIA 3. 03-0071428
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 12/7/2001 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. 2200 PACIFIC COAST HWY SUITE 312 HERMOSA BEACH, CA 90254
(Principal office address)

(Current mailing address)

- 8. MORTGAGE BROKER BUSINESS
(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: A1A REGISTERED AGENT INC.

Office Address: 92 SADBERRY RD.

QUINCY, Florida 32351
(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.

Paul Smith Paul Smith V.P.
 (Registered agent's signature)

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.

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

A. DIRECTORS

Chairman: LOGAN R. CROW
Address: 2200 PACIFIC COAST HWY SUITE 312
HERMOSA BEACH, CA 90254

Vice Chairman:
Address:

Director: W. JAMES PICKETT
Address: 2200 PACIFIC COAST HWY SUITE 312
HERMOSA BEACH, CA 90254

Director: KAREN GIAMBRONI
Address: 2200 PACIFIC COAST HWY SUITE 312
HERMOSA BEACH, CA 90254

B. OFFICERS

President: W. JAMES PICKETT
Address: 2200 PACIFIC COAST HWY SUITE 312
HERMOSA BEACH, CA 90254

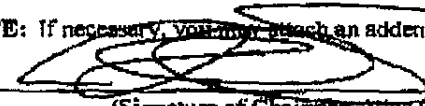
Vice President: KAREN GIAMBRONI
Address: 2200 PACIFIC COAST HWY SUITE 312
HERMOSA BEACH, CA 90254

Secretary: LOGAN R. CROW
Address: 2200 PACIFIC COAST HWY SUITE 312 HERMOSA BEACH, CA 90254

Treasurer: LOGAN R. CROW
Address: 2200 PACIFIC COAST HWY SUITE 312 HERMOSA BEACH, CA 90254

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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. LOGAN R. CROW, CHAIRMAN
(Typed or printed name and capacity of person signing application)

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 7th day of DECEMBER, 2001, SOUTH BAY FUNDING, INC. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

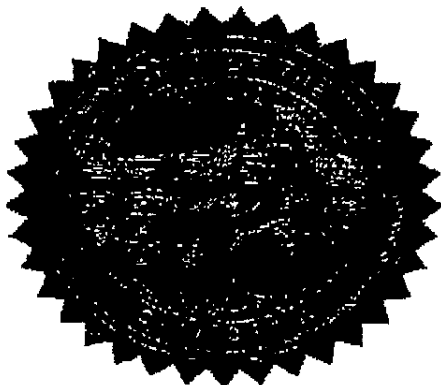
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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 8, 2004.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

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