

Quality Mortgage USA, Inc.
1580 Aston Street Irvine, California 92714
(714) 440-1000
F 500001551145

July 28, 1995

BY FEDERAL EXPRESS

Administration
(714) 440-1026
FAX: (714) 440-1090

Accounting
(714) 440-1985
FAX: (714) 440-1995

Appraisal
(714) 440-1933
FAX: (714) 440-1941

Funding
(714) 440-1063
FAX: (714) 440-1070

Loan Origination
(714) 440-1900
FAX: (714) 440-1912

Marketing
(714) 440-1911
FAX: (714) 440-1912

Personnel
(714) 440-1052
FAX: (714) 440-1054

Quality Assurance
(714) 440-1178
FAX: (714) 440-1175

Services
(714) 440-1036
FAX: (714) 440-1009

Underwriting
(714) 440-1657
FAX: (714) 440-1543

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

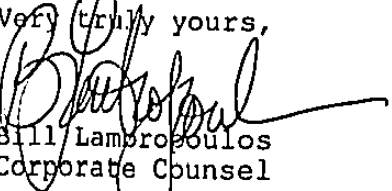
500001551145
-08/01/95--01105--007
****122.50 ****122.50

Re: Quality Mortgage USA, Inc.
Application for Certificate of Authority

Dear Sir or Madam:

Enclosed is the original and one copy of Quality Mortgage USA, Inc.'s ("Quality") Application for Certificate of Authority in the State of Florida along with Quality's check in the amount of \$122.50 for registration and certified copy fees.

Please return a certified copy to the undersigned in the self-addressed stamped envelope provided herein. Please call me at (714) 440-1016 should you have any questions or comments.

Very truly yours,

Bill Lampropoulos
Corporate Counsel

BL:eh:eh
encls.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 AUG -1 PM 9:17

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. QUALITY MORTGAGE USA, 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
(State or country under the law of which it is incorporated)

3. 33-0078994
(FEI number, if applicable)

4. November 14, 1984
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Applicant has not commenced business operations in Florida
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 16800 Aston Street

Irvine, CA 92714

(Current mailing address)

8. Direct residential mortgage lending.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: CORPAMERICA, INC.

Office Address: 1525 S. Andrews Ave., Ste. 216

Fort Lauderdale, Florida, 33316
(Zip Code)

10. Registered agent's acceptance: See Attached

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.

(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.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: NEIL KORNSWIET

Address: 16800 Aston Street, Irvine, CA 92714

Vice Chairman: _____

Address: _____

Director: FRANK WATERS Director: THOMAS HOOD

Address: 16800 Aston Street 18141 Beach Blvd.

Irvine, CA 92714 Huntington Beh., CA 92648

Director: JAMES ROITER Director: N. DANTE LaROCCA

Address: 140 Broadway, 39th Floor 140 Broadway, 40th F¹

New York, N.Y. 10005 New York., N.Y. 10005

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: NEIL KORNSWIET

Address: 16800 Aston Street

Irvine, CA 92714

Vice President: PETER RAIMONDO

Address: 16800 Aston Street

Irvine, CA 92714

Secretary: FRANK WATERS

Address: 16800 Aston Street

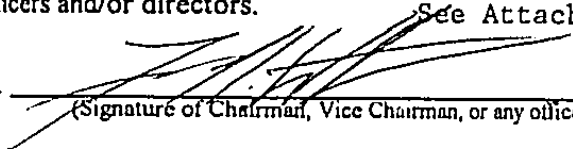
Irvine, CA 92714

Treasurer: KELLY W. MONAHAN

Address: 16800 Aston Street

Irvine, CA 92714

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

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

14. FRANK WATERS
(Typed or printed name and capacity of person signing application)

ATTACHMENT "A"

QUALITY MORTGAGE USA, INC.

ADDITIONAL OFFICERS

| NAME & OFFICE | BUSINESS ADDRESS |
|---|--|
| Ken Rightmire Vice President | 16800 Aston St. Irvine, CA 92714 (714) 440-1966 |
| Karen Neyman Vice President | 16800 Aston St. Irvine, CA 92714 (714) 440-1155 |
| Rick Carter Vice President | 16800 Aston St. Irvine, CA 92714 (714) 440-1930 |
| Renato Marcos Vice President | 16802 Aston St. Irvine, CA 92714 (714) 440-1072 |
| Jamie Langford Assistant Vice President & Assistant Secretary | 16800 Aston St. Irvine, CA 92714 (714) 440-1966 |
| Dana Lantry Assistant Vice President & Assistant Secretary | 16800 Aston St. Irvine, CA 92714 (714) 440-1402 |
| Vinh Pham Asst. Secretary | 16800 Aston Street Irvine, CA 92714 (714) 440-1455 |

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: QUALITY MORTGAGE USA, INC.

2. The name and address of the registered agent and office is:

CorpAmerica, Inc.
(NAME)

1525 S. Andrews Avenue, Suite 216
(P.O. BOX NOT ACCEPTABLE)

Fort Lauderdale, FL 33316
(CITY/STATE/ZIP)

SIGNATURE 
(corporate officer)

TITLE Secretary

DATE July 31, 1995

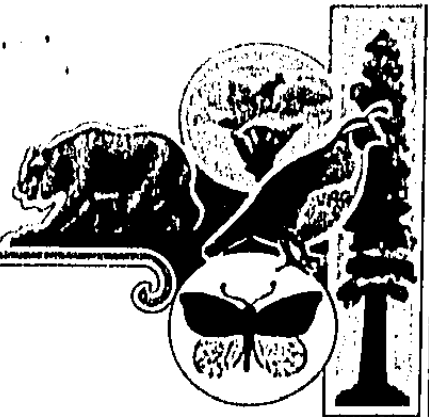
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

CorpAmerica, Inc. by Carolyn E. McKown,
President

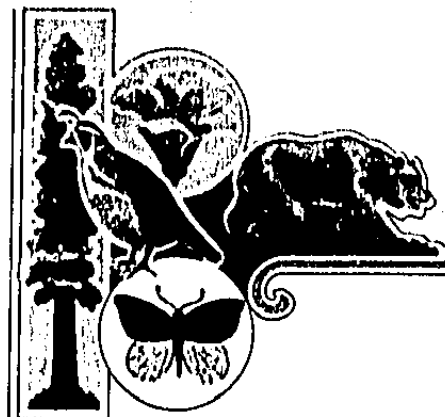
DATE _____

REGISTERED AGENT FILING FEE: \$35.00



State of California

SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 14TH day of NOVEMBER, 19 95

QUALITY MORTGAGE USA, 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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 AUG 1 1995

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 26TH day of JULY 1995



Bill Jones
BILL JONES
Secretary of State

CONTACT:

⁵¹⁶⁵⁵⁸
F95 000003 717

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip)

(Phone #)

900001781039
-04/15/96--01129--006
*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- Quality Mortgage USA Inc.
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

FILED
 95 APR 15 PH 3:18
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 RECEIVED
 6 APR 15 11 200
 WHICH IS
 CORPORATION

- Walk in Pick up time _____
 Mail out Will wait Photocopy
 Certified Copy ARTICLES ONLY
 Certificate of Status ALL CHARGE DOCS
 CERTIFICATE OF GOOD STANDING

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input checked="" type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

- Certificate of FICTITIOUS NAME
 FICTITIOUS NAME SEARCH
 CORP SEARCH

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of California submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: QUALITY MORTGAGE USA, INC.

1b. The mailing address of the corporation is: 16800 Aston Street, Irvine, CA 92714

1c. Date of incorporation: 8/1/95 Document number: F9500003717

2. The name and address of the current registered agent and office: CorpAmerica, Inc. 1525 S. Andrews Avenue, Suite 216 Fort Lauderdale, FL 33316

3. The name and address of the new registered agent and office: Nationscorp Registered Agents, Inc. 526 E Park Avenue Tallahassee, FL 32301

FILED 56 APR 15 PM 3:18 SECRETARY OF STATE TALLAHASSEE FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) 2/8/96 (Date)

FRANK C. WATERS, Secretary (Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

(Signature of Registered Agent) Ed Hand

(Date) 4/15/96

If signing on behalf of an entity:

Ed Hand (Typed or Printed Name)

President (Capacity)

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