

F98000004150

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MORTGAGE MATE, INC. dba MORTGAGE CAPITAL ASSOCIATES
(Name of corporation - must include suffix)

700002586167--8
-07/13/98--01040--003
*****78.75 *****78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

JAY M. STEREN

(Name of Person)

MORTGAGE MATE, INC.

(Firm/Company)

11150 W. OLYMPIC BLVD., STE 1160

(Address)

LOS ANGELES, CA 90064

(City/State/Zip)

W98-15-788

Should you need to call someone concerning this matter, please call:

JAY M. STEREN

(Name of Person)

at (310) 477-6877.

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 13, 1998

JAY M. STEREN
MORTGAGE MATE, INC.
11150 W. OLYMPIC BLVD., STE. 1160
LOS ANGELES, CA 90064

SUBJECT: MORTGAGE MATE, INC.
Ref. Number: W98000015788

*Hope you find everything
is fine now.*

*please call me at
(800) 974-4434 if you
need further information
Thanks!*

*Karen Zhong
Operations*

We have received your document for MORTGAGE MATE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Your corporate name is available for use in Florida, so we will file your corporation under its own name as listed above. Please delete the "dba" name from line 1 of your application.

If you would like to transact business in Florida under a "d/b/a" name, you must file a Fictitious Name application. One will be mailed to your attention under separate cover.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 998A00037187

**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. MORTGAGE MATE, INC. ~~aka MORTGAGE/CAPITAL/ASSOCIATES/~~
(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. 95-448-2547
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 05/23/94 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1ED/ UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 11150 W. OLYMPIC BLVD., STE 1160
LOS ANGELES, CA 90064
(Current mailing address)
8. MORTGAGE BANKING: GENERATE, PROCESS AND FUND 1ST AND 2ND MORTGAGE LOANS
(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: RICHARD JEYNSON
Office Address: 1714 S.W. 22ND STREET
BOYNTON BEACH, Florida, 33426
(Zip code)

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TALLAHASSEE FLORIDA

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.


(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: MITCHELL A. REINER

Address: 11150 W. OLYMPIC BLVD., STE 1160

LOS ANGELES, CA 90064

Vice President: _____

Address: _____

Secretary: JAY M. STEREN

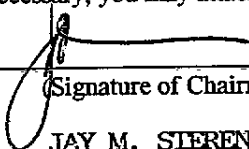
Address: 11150 W. OLYMPIC BLVD., STE 1160

LOS ANGELES, CA 90064

Treasurer: _____

Address: _____

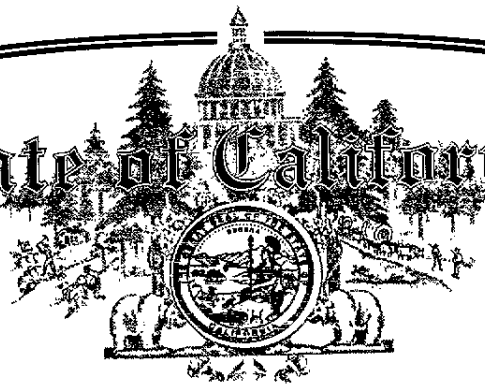
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. JAY M. STEREN CFO/CORPORATE SECRETARY
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

That on the 23rd day of May, 19⁹⁴,

MORTGAGE MATE, 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

April 30, 1998



Bill Jones

Secretary of State