

F 98000005728

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: FFMC, Inc.
(Name of corporation - must include suffix)

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:

Douglas E. Boland
(Name of Person)
FFMC, Inc.
(Firm/Company)
2601 Main Street, Suite 101
(Address)
Irvine, CA 92614
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 OCT 13 AM 8:32

FILED

LR 10/14

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

Douglas E. Boland at (800) 292-6614
(Name of Person) (Area Code & Daytime Telephone Number)

800002662728--3
-10/13/98--01057--001
*****87.50 *****87.50

STREET 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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. FFMC, 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. 33-0816712
(FEI number, if applicable)

4. August 3rd, 1998
(Date of incorporation)

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

6. Upon Acceptance
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156,

7. 2601 Main Street., Suite 101
Irvine, CA 92614
(Current mailing address)

8. 1st and 2nd Mortgage Lenders
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

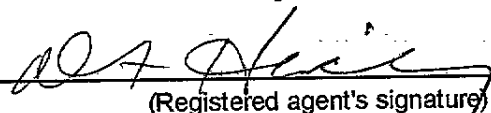
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

98 OCT 13 AM 8:32
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

D. F. Hickey, Assistant Secretary
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: Kent G. Snyder
Address: 232 Via San Remo
Newport Beach, CA 92663

Vice Chairman: William Paul Raiser
Address: 17535 Dublin Court
Granger, IN 46530

Director: John F. Davis, Esq.
Address: 25652 Rain Tree Road
Laguna Hills, CA 92653

Director: Dennis D. Slattery
Address: 920 Oxford Road
San Marino, CA 91108

* Dennis F. Carbone is also a Director

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 OCT 13 AM 8:32

FILED

B. OFFICERS

* President: Dennis F. Carbone
Address: 3346 Summit Point Drive
Topanga Canyon, CA 90290

Senior Vice President: Douglas E. Boland
Address: 6252 Hooker Drive
Huntington Beach, CA 92647

Secretary: John F. Davis, Esq.
Address: 26562 Rain Tree Road
Laguna Hills, CA 92653

Chief Financial Officer

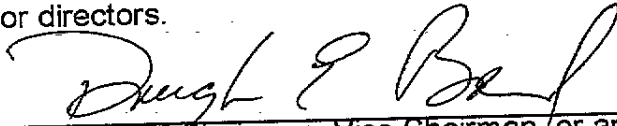
Treasurer: Douglas E. Boland

Address: 6252 Hooker Drive

Huntington Beach, CA 92647

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.

Douglas E. Boland, Senior Vice President/Chief Financial Officer

(Typed or printed name and capacity of person signing application)

FILED

98 OCT 13 AM 8:32

SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

FILED
98 OCT 13 AM 8:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

That on the 3rd day of August, 1998,

FFMC, 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
September 22, 1998



Bill Jones

Secretary of State