

F99000006368

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Stone Castle Financial 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:

Nell Williams
(Name of Person)
Stone Castle Financial Inc.
(Firm/Company)
4312 Woodman Avenue
(Address)
Sherman Oaks, CA 91423
(City/State/Zip)

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-12/07/99-01011-019
*****78.75 *****78.75

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

Nell Williams at (800) 479-4858 X6140
(Name of Person) (Area Code & Daytime Telephone Number)

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

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TALLAHASSEE, FLORIDA

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

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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. Stone Castle Financial 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. 95-4559738
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/5/96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 4312 Woodman Avenue
Sherman Oaks, CA 91423
(Current mailing address)

8. Mortgage banking/brokering
(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: Paracorp Incorporated

Office Address: 236 East 6th Avenue
Tallahassee, Florida, 32303
(Zip code)

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SECRETARY OF STATE
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.

Dominic Zoller
(Registered agent's signature)
Assistant Secretary

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: Peyman Yadegar

Address: 4312 Woodman Avenue, 2nd Floor
Sherman Oaks, CA 91423

Director: Pouya Yadegar

Address: 4312 Woodman Avenue, 2nd Floor
Sherman Oaks, CA 91423

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

President: Peyman Yadegar

Address: 4312 Woodman Avenue
Sherman Oaks, CA 91423

Vice President: None

Address: _____

Secretary: Nell Williams

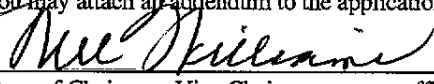
Address: 4312 Woodman Avenue, 2nd Floor
Sherman Oaks, CA 91423

Treasurer: Pouya Yadegar

Address: 4312 Woodman Avenue, 2nd Floor
Sherman Oaks, CA 91423

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COUNTY OF LOS ANGELES

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. Nell Williams, Secretary
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

5th

January

96

That on the _____ day of _____, 19 _____,

STONE CASTLE FINANCIAL INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

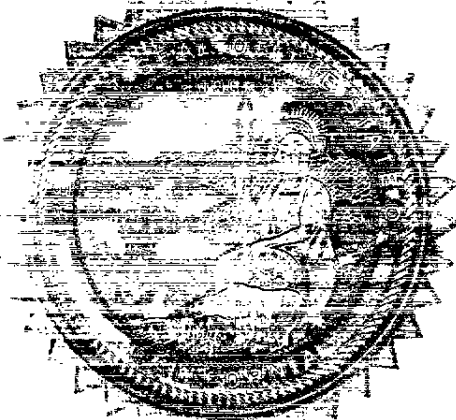
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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
November 24, 1999



Bill Jones
dr

Secretary of State