

F000000000 897

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TRG Mortgage, 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:

Cindy A. Barragan (Name of Person) 900003103729-5
01/20/00-01016-004
*****78.75 *****78.75
Severson & Werson (Firm/Company)
19100 Von Karman, Suite 700 (Address)
Irvine, CA 92612 (City/State/Zip)

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

Cindy Barragan at (949) 442-7110
(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

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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 TALLAHASSEE, FLORIDA
 00 FEB 18 AM 11:20
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 SL



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 26, 2000

CINDY A. BARRAGAN
SEVERSON & WERSON
19100 VON KARMAN SUITE 700
IRVINE, CA 92612

SUBJECT: TRG MORTGAGE, INC.
Ref. Number: W00000002238

We have received your document for TRG MORTGAGE, 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 name listed in number one of the application must be identical to the name listed in the certificate of existence.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 100A00003712

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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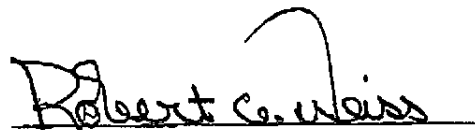
CERTIFICATE OF CORPORATION RESOLUTION
OF THE RICHLAND GROUP

I, Robert C. Weiss, Secretary of The Richland Group, do hereby certify that at a duly constituted meeting of the Stockholders and Directors of the Corporation held at its office on December 15, 1999, it was upon motion duly made and seconded, resolved that the Corporation may adopt the fictitious name "TRG Mortgage, Inc." to conduct business in any state where the Corporation has been notified by a regulatory authority that the Corporation cannot use its name to do business in that state.

It was further resolved, upon motion made and seconded, that Anne Gesling, in the capacity as Treasurer and Vice President of the Corporation is empowered, authorized, and directed to execute, deliver and accept any and all documents and undertake all acts reasonably required or incidental to accomplish the foregoing vote, all on such terms and conditions as she in her discretion deems to be in the best interests of the Corporation.

I further certify that the foregoing votes are in full force this date without rescission, modification or amendment.

Signed under seal this 15th day of December, 1999.



Robert C. Weiss, Secretary

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SOUTH FLORIDA
TALLAHASSEE, FLORIDA

**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. THE RICHLAND GROUP
(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. 95-4281073
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 19, 1990 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon approval of application
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2042 Armacost Avenue
Los Angeles, CA 90025
(Current mailing address)

8. Negotiation, Origination, and Sale of 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: Paracorp Incorporated

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

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TALLAHASSEE, FLORIDA
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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.

Denise 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. see attached

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: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: see attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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INTERNATIONAL LEADERSHIP

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

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

14. Anna M. Gasling, Vice President/Treasurer
(Typed or printed name and capacity of person signing application)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA]**

APPLICANT: The Richland Group
Attachment to Question #12(A) & (B)

Officers/Directors

Robert C. Weiss, CEO/Chairman – Director

Business: 2042 Armacost Avenue
Los Angeles, CA 90025

Gerald H. Wiener, President – Director

Business: 2042 Armacost Avenue
Los Angeles, CA 90025

Donald Bergman, Vice Chairman – Director

Business: 2257 Century Hill
Los Angeles, CA 90067

Linda Ifri, Senior Vice President

Business: 2042 Armacost Avenue
Los Angeles, CA 90025

Anne M. Gesling, Vice President/Treasurer

Business: 2042 Armacost Avenue
Los Angeles, CA 90025

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 19th day of April, 1990,

THE RICHLAND GROUP

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 23, 1999



Bill Jones

Secretary of State