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Tallahassee, FL 32301

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Corporation(s) Name

Allquest Mortgage Company Limited

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Melanie Strickland

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ML 8/10

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. Allquest Mortgage Company Limited

(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. Cook Islands

(State or country under the law of which it is incorporated)

3. 76-0618644

(FEI number, if applicable)

4. November 17, 1997

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 6110 Pinemont Drive, Suite 225, Houston, Texas 77092

(Current mailing address)

8. Mortgage Originators

(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)

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)

KIRK HOOD
ASSISTANT SECRETARY

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jim Hodge

Address: 6110 Pinemont Drive, Suite 225
Houston, TX 77092

Director: _____

Address: _____

B. OFFICERS

President: Jim Hodge

Address: 6110 Pinemont Drive, Suite 225
Houston, Texas 77092

Vice President: _____

Address: _____

Secretary: Jim Hodge

Address: 6110 Pinemont Drive, Suite 225
Houston, Texas 77092

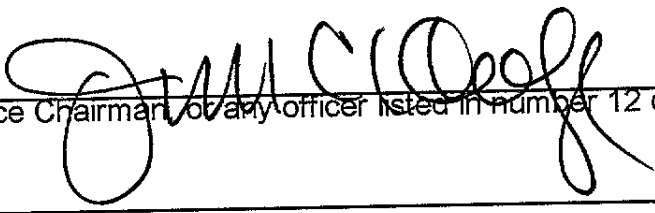
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STATE OF TEXAS
CORPORATIONS

Treasurer: Jim Hodge

Address: 6110 Pinemont Drive, Suite 225

Houston, Texas 77092

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. Jim Hodge, President
(Typed or printed name and capacity of person signing application)

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CORPORATIONS



CERTIFICATE OF GOOD STANDING

TO WHOM IT MAY CONCERN

00 AUG -9 AM 11:05
ALLQUEST MORTGAGE COMPANY LIMITED
COOK ISLANDS

I, MATHILDA C. R. UHRLE, Commissioner for Offshore Financial Services,
DO HEREBY CERTIFY that ALLQUEST MORTGAGE COMPANY
LIMITED (No. 3363/97) a company duly organised and existing under and by
virtue of the Laws of the Cook Islands is at the date of this Certificate in good
standing with this office and duly authorised to exercise therein all of the
powers vested in the Company.

GIVEN under my hand and seal at Avarua, Rarotonga, this 20th day of July
Two Thousand.



Commissioner for Offshore Financial
Services