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REFERENCE : 253068 4302675

AUTHORIZATION :

Patricia Pzyto

COST LIMIT : \$ 70.00

FILED
01 OCT 31 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 30, 2001

ORDER TIME : 9:27 AM

ORDER NO. : 253068-035

CUSTOMER NO: 4302675

700004660527--8

CUSTOMER: Nancy L. Wright, Legal Asst
Buchalter Nemer Fields &
Suite 2400
601 South Figueroa Street
Los Angeles, CA 90017

FOREIGN FILINGS

(Handwritten circle with '6')

NAME: QUEST LENDING CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Jeanine Reynolds

EXAMINER:

DEPARTMENT OF STATE
DIVISION OF REGISTRATION
TALLAHASSEE, FLORIDA

RECEIVED

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

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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1. Quest Lending Corporation
(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. Delaware 3. 33-0985164
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 7, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1100 Town & Country Road, Suite 1100
(Principal office address)
Orange, CA 92868
(Current mailing address)
8. Consumer credit lending transactions
(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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, Florida 32301
(City) (Zip code)

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.

NRAI Services, Inc.

Ricardo Orozco
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

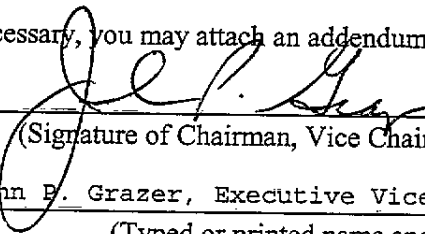
Secretary: _____

Address: _____

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. John B. Grazer, Executive Vice President and Chief Financial Officer
(Typed or printed name and capacity of person signing application)

QUEST LENDING CORPORATION
LIST OF DIRECTORS AND OFFICERS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIRECTORS:

Stephen W. Prough
1100 Town & Country Road, Suite 1100
Orange, CA 92868

Kirk Langs
1100 Town & Country Road, Suite 1100
Orange, CA 92868

John P. Grazer
1100 Town & Country Road, Suite 1100
Orange, CA 92868

Adam J. Bass
1100 Town & Country Road, Suite 1100
Orange, CA 92868

OFFICERS:

Chairman of the Board: Stephen W. Prough
1100 Town & Country Road, Suite 1100
Orange, CA 92868

President: Kirk Langs
1100 Town & Country Road, Suite 1100
Orange, CA 92868

Executive Vice President: Adam J. Bass
1100 Town & Country Road, Suite 1100
Orange, CA 92868

Executive Vice President/
Chief Financial Officer: John P. Grazer
1100 Town & Country Road, Suite 1100
Orange, CA 92868

Executive Vice President: Jule J. Keen
1100 Town & Country Road, Suite 1100
Orange, CA 92868

Secretary:

George S. Ginsberg
1100 Town & Country Road, Suite 1100
Orange, CA 92868

Assistant Secretary:

Diane E. Tiberend
1100 Town & Country Road, Suite 1100
Orange, CA 92868

Assistant Secretary:

Rick Davies
1100 Town & Country Road, Suite 1100
Orange, CA 92868

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State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
DELAWARE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUEST LENDING CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF OCTOBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QUEST LENDING CORPORATION" WAS INCORPORATED ON THE SEVENTH DAY OF SEPTEMBER, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1418766

010545293

DATE: 10-30-01