



UCC FILING & SEARCH SERVICES, INC.

15 East Park Avenue
Tallahassee, Florida 32304
(850) 81-5200

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

F0200003009

June 13, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Family Lending Services, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate

Retrieval Request

- Photocopy
- Certified Copy

Other 300005764979--1
-06/13/02--01016--005
*****78.75 *****78.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
02 JUN 13 AM 10:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
02 JUN 13 PM 1:28
SECRETARY OF STATE
DIVISION OF CORPORATIONS
6/13

Cap

**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. Family Lending Services, 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. Delaware 3. 33-0769044
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 20, 1997 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. 4701 Von Karman Avenue, Suite 200, Newport Beach, CA 92660
(Principal office address)

c/c Clay A. Halvorsen, Secretary, 15326 Alton Parkway, Irvine, CA 92618
(Current mailing address)

8. mortgage financing
(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.

By: Alison Hard assistant secretary
(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached Rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached Rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

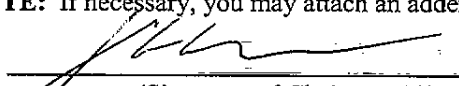
Address: _____

Treasurer: _____

Address: _____

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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. Clay A. Halvorsen, Secretary

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

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

**OFFICERS AND DIRECTORS
OF
FAMILY LENDING SERVICES, INC.**

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

<u>Name</u>	<u>Address</u>
Richard N. Ambrose	4701 Von Karman Avenue, Suite 200 Newport Beach, CA 92660
Stephen J. Scarborough	15326 Alton Parkway Irvine, CA 92618
Michael C. Cortney	15326 Alton Parkway Irvine, CA 92618
Andrew H. Parnes	15326 Alton Parkway Irvine, CA 92618
Bruce E. Watterson	10900 N. E. 4th Street, Suite 2200 Bellevue, Washington 98004
Jari L. Kartoizian	15326 Alton Parkway Irvine, CA 92618

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B. OFFICERS

<u>Name</u>	<u>Office</u>	<u>Address</u>
Stephen J. Scarborough	Chairman of the Board	15326 Alton Parkway Irvine, CA 92618
Richard N. Ambrose	President	4701 Von Karman Avenue, Suite 200 Newport Beach, CA 92660

B. OFFICERS – Continued

Tam Truong	Vice President, Treasurer and Controller	4701 Von Karman Avenue, Suite 200 Newport Beach, CA 92660
Deborah L. Alvarez	Vice President	4701 Von Karman Avenue, Suite 200 Newport Beach, CA 92660
Kelley Felner	Vice President – Sales Northern California	4701 Von Karman Avenue, Suite 200 Newport Beach, CA 92660
Clay A. Halvorsen	Secretary	15326 Alton Parkway Irvine, CA 92618
Andrew H. Parnes	Assistant Treasurer	15326 Alton Parkway Irvine, CA 92618
John M. Stephens	Assistant Treasurer	15326 Alton Parkway Irvine, CA 92618

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Delaware

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The First State

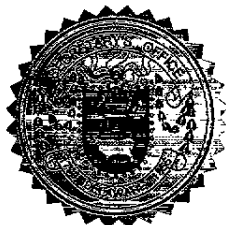
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAMILY LENDING SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FAMILY LENDING SERVICES, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF AUGUST, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1827390

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DATE: 06-12-02