



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

F02000003009

June 27, 2002

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

Family Lending Services, Inc.

2002 JUN 28 AM 11:10
 FILED
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE

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
- Other

Retrieval Request

- Photocopy
- Certified Copy

RECEIVED
 02 JUN 28 AM 10:03
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATE AFFAIRS

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

500006099465-9
 06/28/02--01028--018
 \$35.00 **35.00

C. Coulliette JUN 28 2002

**ARTICLES OF CORRECTION
OF
FAMILY LENDING SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Company is Family Lending Services, Inc., a Delaware corporation, (the "Company") which is qualified to do business in the State of Florida as of June 13, 2002.
2. The corporate No. of the Company in the State of Florida is F02000003009.
3. No. 12 of the Application by Foreign Corporation to transact business in Florida states that Michael C. Cortney is a director of the Company. This information is incorrect.
4. No. 12 of the Application by Foreign Corporation to transact business in Florida should state that following individuals are directors of the Company:
 12. Names and business addresses of officers and/or directors:

Richard N. Ambrose	4701 Von Karman Avenue, Suite 200 Newport Beach, CA 92660
Stephen J. Scarborough	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
5. The names and business addresses of the officers are correct as filed.

I, the undersigned, hereby certify that I am Secretary of Family Lending Services, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation").

I further certify that the following resolution was duly adopted by the sole shareholder of the Corporation on June 1, 2002, is now in full force and effect, and has not been amended, modified or revoked:

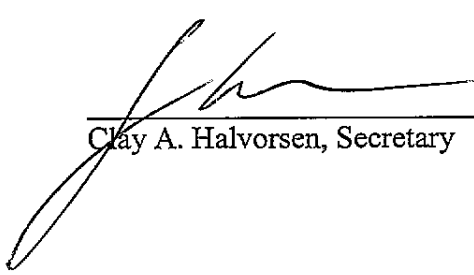
Election of Directors

RESOLVED, that the following persons be and hereby are elected as directors of the Corporation, their terms of office to commence immediately and to continue until their successors shall be duly chosen and qualified or until their earlier resignation or removal:

Richard N. Ambrose
Stephen J. Scarborough
Andrew H. Parnes
Bruce E. Watterson
Jari L. Kartoizian

This written consent is granted with respect to all shares held by the undersigned that are entitled to be voted with respect to the described actions and shall be filed with the Secretary of this Corporation.

IN WITNESS WHEREOF, I hereunto subscribe my name and affix the seal of the Corporation on this, the 1st day of June, 2002.



Clay A. Halvorsen, Secretary

[Seal]