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Fax Number : (850)205-0383

From: Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305)379-7907
Fax Number : (305)402-3141

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TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

Emerald Mortgage Company

Name Availability	RECEIVED 02 OCT 31 AM 8:03 DIVISION OF CORPORATION
Document Examiner	DCC
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RESOLUTION

by the board of directors
of
EMERALD MORTGAGE COMPANY

for adopting a new name
for use in The State of Florida

We, the board of directors, hereby resolve that Emerald Mortgage Company will adopt a new name Emerald Capital Mortgage Company for use in the State of Florida since the current company name is not available in the State of Florida.

IN WITNESS WHEREOF, I have executed my name as Vice Chairman and Secretary, this 30th day of October, 2002.



George Sanchez
Vice Chairman & Secretary of
Emerald Mortgage Company

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10/17/2002 2:35 PM FROM: Fax Florida Incorporators, Inc. TO: 12108669785 PAGE: 002 OF 003

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

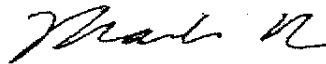
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. **Emerald Mortgage Company**
(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. **Texas**
(State or country under the law of which it is incorporated)
3. **74-2883061**
(FEI number, if applicable)
4. **May 12, 1998**
(Date of incorporation)
5. **Perpetual**
(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. **909 NE Loop 410 Ste 603, San Antonio, TX 78209-1309**
(Principal office address)
909 NE Loop 410 Ste 603, San Antonio, TX 78209-1309
(Current mailing address)
8. **All Lawful Business**
(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: **Florida Incorporators, Inc.**
Office Address: **8875 Hidden River Pkwy Ste. 300**
Tampa, Florida **33637**
(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.

Florida Incorporators, Inc.

By: 
Mark Hankins, President (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.

**Florida Incorporators, Inc.
8875 Hidden River Pkwy Ste 300
Tampa, FL 33637 (813) 632-7882**

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

A. DIRECTORS

Chairman: Johnston Kleck

Address: 909 NE Loop 410 Ste 603, San Antonio, TX 78209-1309

Vice Chairman: George A. Sanchez

Address: 909 NE Loop 410 Ste 603, San Antonio, TX 78209-1309

Director: Barton Simpson

Address: 909 NE Loop 410 Ste 603, San Antonio, TX 78209-1309

Director: _____

Address: _____

B. OFFICERS

President: Johnston Kleck

Address: 909 NE Loop 410 Ste 603, San Antonio, TX 78209-1309

Vice President: Barton Simpson

Address: 909 NE Loop 410 Ste 603, San Antonio, TX 78209-1309

Secretary: George A. Sanchez

Address: 909 NE Loop 410 Ste 603, San Antonio, TX 78209-1309

Treasurer: _____

Address: _____

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

13. *George A. Sanchez as V.P.*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George A. Sanchez, Secretary
(Typed or printed name and capacity of person signing application)

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

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Gwyn Shea
Assistant Secretary of State

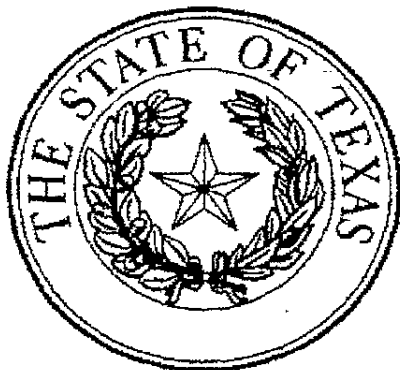
Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for EMERALD MORTGAGE COMPANY (filing number: 149069900), a Domestic Business Corporation, was filed in this office on May 12, 1998.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name
officially and caused to be impressed hereon the Seal of
State at my office in Austin, Texas on October 30, 2002.

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STATE
FLORIDA



Gwyn Shea

Gwyn Shea
Secretary of State