

F02000005642

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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CORP DIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

File
2nd

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: Pam
DATE: 11-8-02
REF. #: 0173.10571
CORP. NAME: Olympus Mortgage Company
of Delaware

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

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STATE FEES PREPAID WITH CHECK# 30198 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

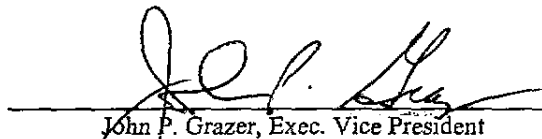
Examiner's Initials

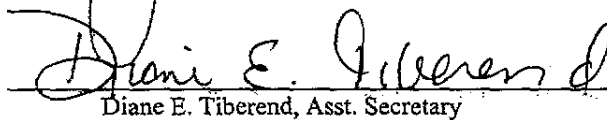
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, John P. Grazer, Executive Vice President, and Diane E. Tiberend, Assistant Secretary, do hereby certify that this Resolution of the Board of Directors of Olympus Mortgage Company, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on 10/31, 2002.

Be it resolved, that Olympus Mortgage Company, organized and existing in the State of Delaware, hereby adopts the name Olympus Mortgage Company of Delaware for use in Florida.

Dated: 11/5, 2002


John P. Grazer, Exec. Vice President


Diane E. Tiberend, Asst. Secretary

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**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. Olympus Mortgage Company of Delaware
(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. 06-1643490
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/14/02 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 Rd., Ste. 1100, Orange, CA 92868
(Principal office address)
1100 Town & Country Rd., Ste. 1100, Orange, CA 92868
(Current mailing address)
8. Wholesale mortgage lender and related activities
(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: 

(Registered agent's signature)

Charles Baclet, Vice Pres.

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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

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. Diane E. Tiberend

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Diane E. Tiberend, Assistant Secretary

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

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TALLAHASSEE, FLORIDA

Olympus Mortgage Company
Officers and Directors

Name	Address	Title
Adam J. Bass	1100 Town & Country Road, Suite 1100 Orange, CA 92868	President and Director
John P. Grazer	1100 Town & Country Road, Suite 1100 Orange, CA 92868	CFO / Treasurer/ Vice President / Director
Thomas J. Noto	1100 Town & Country Road, Suite 1100 Orange, CA 92868	Secretary and Director
Diane E. Tiberend	1100 Town & Country Road, Suite 1100 Orange, CA 92868	Assistant Secretary

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CERTIFICATE OF ASSISTANT SECRETARY

The undersigned hereby certifies that she is the Assistant Secretary of Olympus Mortgage Company, a Delaware corporation (the "Corporation"); that the foregoing is a true and correct copy of resolutions duly adopted by the Board of Directors of the Corporation as of October 31, 2002; such resolutions have not been amended or modified, are in full force and effect in the form adopted and are the only resolutions adopted by the Board of Directors of the Corporation or a duly authorized committee thereof relating to the authorization of the Corporation's execution, delivery and performance of the transactions contemplated therein.

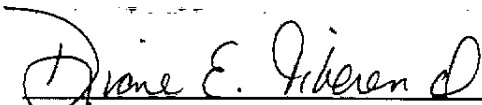
FICTITIOUS BUSINESS NAME

WHEREAS, the board of directors desire to transact business under a fictitious business name in those states where it is deemed necessary in connection with the Corporation's qualification to transact business as a foreign corporation;

NOW THEREFORE BE IT RESOLVED, that effective October 31, 2002, the Corporation shall transact business under the fictitious business name "Olympus Mortgage Company of Delaware" in those states where it is deemed necessary;

RESOLVED FURTHER, that each of the officers of the Corporation is authorized and directed to make such filings and applications, to execute and deliver such documents and instruments and to do such acts and things as such officer deems necessary in order to obtain such licenses, authorizations, and permits as are necessary or desirable for the Corporation's business, and to fulfill such legal requirements as are applicable to the Corporation or its business.

Dated: November 6, 2002


Diane E. Tiberend
Assistant Secretary

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TALLAHASSEE, FLORIDA

Delaware

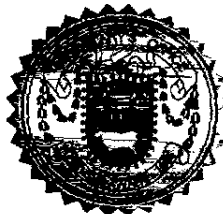
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OLYMPUS MORTGAGE COMPANY" 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 TWENTY-NINTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OLYMPUS MORTGAGE COMPANY" WAS INCORPORATED ON THE FOURTEENTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1958806

DATE: 08-29-02