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CORPORATION SERVICE COMPANY"

ACCOUNT NO. : 072100000032

REFERENCE : 947848 7365424

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pigato

ORDER DATE : February 27, 2003

ORDER TIME : 8:08 AM

ORDER NO. : 947848-005

CUSTOMER NO: 7365424

CUSTOMER: Mr. Davie Ngo
Mr. Davie Ngo
Suite 239
45 South Park Victoria
Milpitas, CA 95035

FOREIGN FILINGS

NAME: SENIOR MUTUAL ASSOCIATION
(HOI TUONG TE CAO NIEN) INC

XXXX QUALIFICATION (TYPE: NP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:*

1. SENIOR MUTUAL ASSOCIATION (HOI TUONG TE CAO NIEN) INC
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. DELAWARE 3. 61-1442237
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 4TH, 2003 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. APRIL 1ST, 2003
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 3404 CRENSHAW LAKE ROAD, LUTZ, FL 33548
(Principal office address)
- _____
(Current mailing address)

8. Promote the educational, health, and welfare of the economically and culturally disadvantaged and the elderly
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida 32301

(Zip Code)

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TALLAHASSEE FLORIDA

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.

Corporation Service Company

Ann R. Shilling
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: THUVAN T. NGUYEN

Address: 3404 CRENSHAW LAKE ROAD
LUTZ, FL 33548

Vice Chairman: _____

Address: _____

Director: HONG ANH PARKER

Address: 13215 LIFTON DR
TAMPA, FL 33618

Director: DAVIE BA NGO

Address: 3404 CRENSHAW LAKE ROAD
LUTZ, FL 33548

B. OFFICERS

President: DAVIE BA NGO

Address: 3404 CRENSHAW LAKE ROAD
LUTZ, FL 33548

Vice President: _____

Address: _____


Secretary: HONG ANH PARKER

Address: 13215 LIFTON DR, TAMPA, FL 33618

Treasurer: VIET LUAN DANH

Address: 15417 MONTILLA LOOP, TAMPA, FL 33625

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. DAVIE BA NGO PRESIDENT
(Typed or printed name and capacity of person signing application)

Delaware

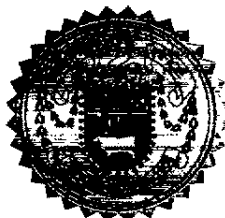
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SENIOR MUTUAL ASSOCIATION (HOI TUONG TE CAO NIEN) 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 TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SENIOR MUTUAL ASSOCIATION (HOI TUONG TE CAO NIEN) INC" WAS INCORPORATED ON THE TENTH DAY OF FEBRUARY, A.D. 2003.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3622610 8300

AUTHENTICATION: 2282984

030135949

DATE: 02-28-03