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Resolution
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 5, 2003

CHRIS SELIG
AMERICAN RESIDENTIAL FUNDING, INC.
3200 BRISTOL STREET, 7TH FLOOR
COSTA MESA, CA 92626

SUBJECT: AMERICA RESIDENTIAL FUNDING, INC.
Ref. Number: F03000002017

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UNANIMOUS WRITTEN CONSENT OF DIRECTORS
OF
AMERICAN RESIDENTIAL FUNDING, INC.
IN LIEU OF MEETING OF THE BOARD OF DIRECTORS

Pursuant to the authority granted to directors to take action by unanimous written consent without a meeting pursuant to Section 78.315 of the Nevada General Corporation Law, the Directors ("Directors") of American Residential Funding, Inc. "AMRES", a Nevada corporation (the "Corporation"), do hereby consent to, adopt, ratify, confirm and approve, as of the date indicated below, the following recitals and resolutions, as evidenced by their signature hereunder.

RESOLUTION OF CORPORATE OFFICERS

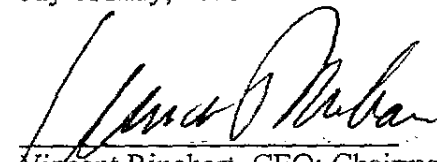
WHEREAS, as of the date hereof there exists four officers of the Corporation, that being Vincent Rinehart, who is the CEO & Chairman, Jeff Hemm, who is the President, David Villarreal, COO, and Veneranda Toledo, who is the CFO and Secretary; all Directors of the Board;

NOW, THEREFORE, BE IT RESOLVED, THAT as of the date hereof the Board of Directors accepts the resignation of Jeff Hemm as President and Director,

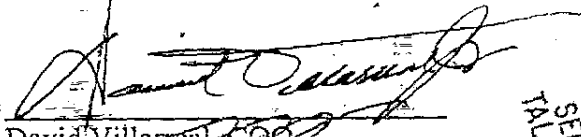
And

FURTHER, BE IT RESOLVED, THAT Vincent Rinehart is elected as President, in addition to the positions of Chairman and CEO, for a period ending April 30, 2005.

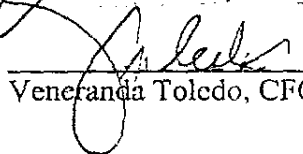
IN WITNESS WHEREOF, the undersigned has set forth his hand as of this 1st day of May, 2003.



Vincent Rinehart, CEO; Chairman



David Villarreal, COO



Veneranda Toledo, CFO, Sec.

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