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DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY™

★ File Second ★

ACCOUNT NO. : 072100000032
 REFERENCE : 175617 6472A
 AUTHORIZATION : *Patricia Pizito*
 COST LIMIT : \$ 87.50

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 STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : July 21, 2003
 ORDER TIME : 10:16 AM
 ORDER NO. : 175617-010
 CUSTOMER NO: 6472A
 CUSTOMER: Beverly Bryan, Legal Assistant
 Adorno & Yoss, P.a.
 Suite 1700
 350 E. Las Olas Blvd.
 Fort Lauderdale, FL 33301

FOREIGN FILINGS

NAME: NORTHSTAR HOMES FUNDING
NUMBER 2, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX _____ CERTIFIED COPY
- _____ PLAIN STAMPED COPY
- XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER: _____

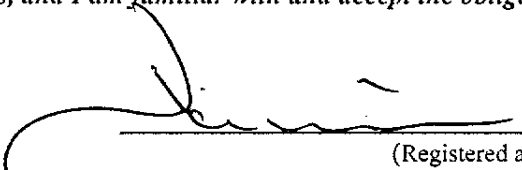
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

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1. NORTHSTAR HOMES FUNDING NUMBER 2, INC.
(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. NEVADA 3. 36-4432400
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 30, 2001 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. 14406 Military Trail, Delray Beach, FL 33484
(Principal office address)
Same as above
(Current mailing address)
8. Real Estate Investments
(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: David Ettinger
Office Address: 14406 Military Trail
Delray Beach, , Florida 33484
(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.



(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.

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

A. DIRECTORS

Chairman: David Ettinger
Address: 14406 Military Trail
Delray Beach, FL 33484

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

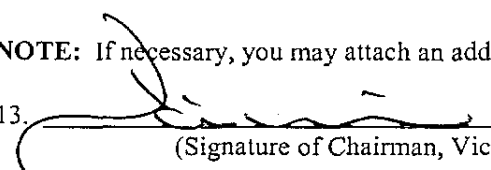
President: David Ettinger
Address: 14406 Military Trail
Delray Beach, FL 33484

Vice President: _____
Address: _____

Secretary: David Ettinger
Address: 14406 Military Trail, Delray Beach, FL 33484

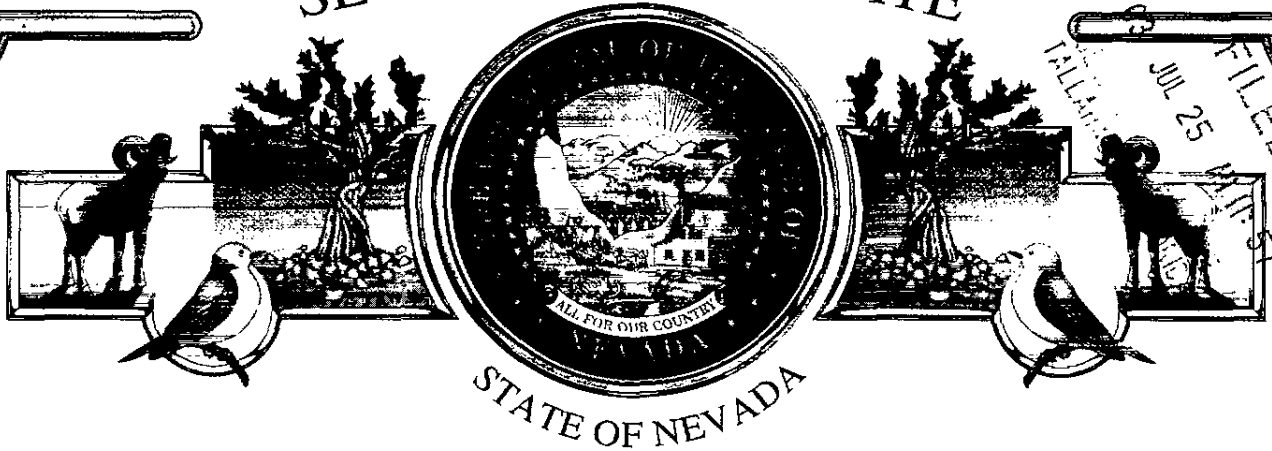
Treasurer: David Ettinger
Address: 14406 Military Trail, Delray Beach, FL 33484

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. David Ettinger, Sole Officer and Director
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **NORTHSTAR HOMES FUNDING NUMBER 2, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 30, 2001, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on July 23, 2003.



Dean Heller

DEAN HELLER
Secretary of State

By

A. Friesen
Certification Clerk