

04/22/2004 13:38:55 COMPLIANCE CONSULTING CORPORATION
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2004 APR 23 A 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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From:
Account Name : COMPLIANCE CONSULTING CORPORATION OF FLORIDA
Account Number : I20010000135
Phone : (561) 586-3645
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W04-15959

FOREIGN PROFIT QUALIFICATION

A American Federal Financial Group Inc.

Certificate of Status	0
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(H 040000877153)

**SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
A American Federal Financial Group, Inc.**

FILED

2004 APR 23 A 10:45

The undersigned officer of A American Federal Financial Group, Inc., a Delaware corporation, hereinafter referred to as the "Corporation" hereby attest that the following resolution was adopted by the Board of Directors at a special meeting held for that purpose on April 22, 2004.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

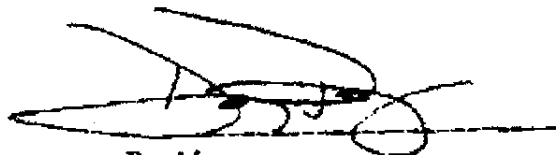
The resolution was approved by the Directors. The number of votes cast for the resolution were sufficient for approval.

It is hereby determined that it is in the best interest of the Corporation to adopt the following resolution:

RESOLVED: that, in the event a decision is made by the Corporation to do business in Florida, the Corporation will do business as

AA American Financial Group, Inc.

Dated: April 22, 2004



President

Danny Dayan
Print Name

resolution, do in Florida as.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

FILED

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

APR 23 A 10:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **A American Federal Financial Group 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.)

Delaware**432006088**

(State or country under the law of which it is incorporated) (FEI number)

4. **March 12, 2003**

(Date of Incorporation)

5. **Perpetual**

(Duration)

6. **Upon Qualification**(Date first transacted business in Florida. (SEE SECTIONS 607.1501,
607.1502 and 817.155, F. S.))7. **1239 W. Madison 2nd Floor****Chicago, IL 60607**

(Current mailing address)

8. **Mortgage brokerage and lending**(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)****Compliance Consulting Corporation of Florida****521 Lake Ave., Suite 4****Lake Worth, FL 33460**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 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)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application 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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2004 APR 23 A 10:45

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

Danny Dayan, President **Stan Rovas, Part Owner**
415 West Aldine Apt. 10B **2640 W Touhy Ave Unit 209**
Chicago, IL 60657 **Chicago, IL 60645**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Hector Cardenas, Vice President
165 N Canal Apt 22
Chicago, IL 60606

13.

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

Danny Dayan, President
(Typed or printed name and capacity of person signing application)

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "A AMERICAN FEDERAL FINANCIAL GROUP, 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 EIGHTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "A AMERICAN FEDERAL FINANCIAL GROUP, INC." WAS INCORPORATED ON THE TWELFTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

(H040000877153)



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3635343 8300

AUTHENTICATION: 3043459

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DATE: 04-08-04