

F45000004466



ACCOUNT NO. : 0721000000032

REFERENCE : 602221 06901V

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : September 14, 1995

ORDER TIME : 10:51 AM

ORDER NO. : 602221

CUSTOMER NO: 06901V

CUSTOMER: Mr. Ann Nader  
Prentice Hall Legal &  
5670 Wilshire Blvd.  
Suite 750  
Los Angeles, CA 90036

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-09/14/95--01048--032  
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FOREIGN FILINGS

NAME: DITECH FUNDING CORPORATION

☐ PROFIT  
☐ NON-PROFIT

☐ CORPORATE  
☐ LIMITED PARTNERSHIP

XXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebreana Randolph

RECEIVED  
SEP 14 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
SEP 14 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

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:

1. DiTuch Funding Corporation  
(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. California  
(State or country under the law of which it is incorporated)
3. 33-0646841  
(FEI number, if applicable)
4. January 10, 1995  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Approval  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 5001 Birch Street  
Newport Beach, CA 92660  
(Current mailing address)
8. Mortgage Banker  
(Purpose(s) 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:  
Name: The Prentice-Hall Corporation System, Inc.  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(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.*  
The Prentice-Hall Corporation System, Inc.  
By: [Signature]  
(Registered agent's signature)  
A. P. Polizzi, Assistant Vice President
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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SEP 14 PM 12:33  
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: N/A

Address: \_\_\_\_\_

Vice Chairman: N/A

Address: \_\_\_\_\_

Director: N/A

Address: \_\_\_\_\_

Director: N/A

Address: \_\_\_\_\_

B. OFFICERS

President: J. Paul Reddam

Address: 5001 Birch St.

Newport Beach, CA 92660

Vice President: N/A

Address: N/A

Secretary: N/A

Address: N/A

Treasurer: N/A

Address: N/A

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55 SEP 14 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

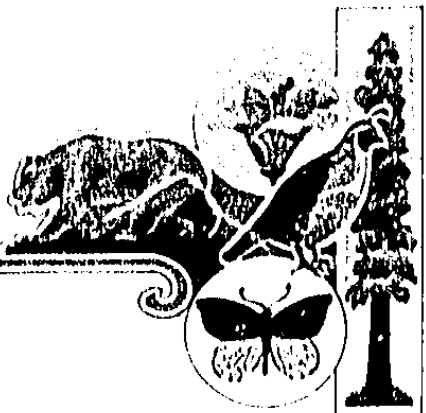


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

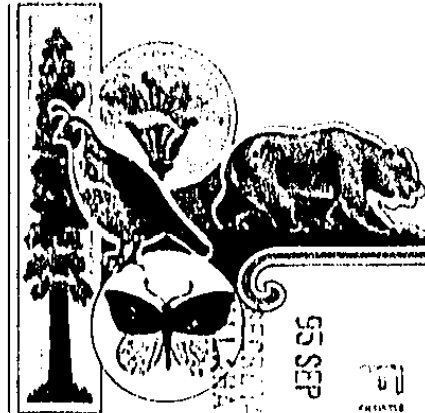
J. Paul Reddam, President

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



# State of California

SECRETARY OF STATE



## CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 10th day of January, 1995,

### DITECH FUNDING CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal  
of the State of California this  
11th day of September, 1995

*Bill Jones*  
BILL JONES  
Secretary of State

*F* 970326000444

164  
MAR 31 1997

CSC 45

CERTIFICATE OF AMENDMENT

OF

ULTRA CREATIVE CORP.

Under Section 805 of the Business Corporation Law

*ICC*

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED MAR 26 1997

TAXES

BY:

*JDW*  
*Kings*

**BILLED**

FILED BY: STEPHEN FIELD, ESQ  
LAW OFFICES OF STEPHEN FIELD  
620 FIFTH AVENUE  
THIRD FLOOR  
NEW YORK, NY 10020

MPJ

*3*

970326000475

*State of New York }  
Department of State }*

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**MAR 28 1997**



*Special Deputy Secretary of State*

APR-24-1997 10:22

LAW OFF. of STEPHEN FIELD

7970326000 446

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ULTRA CREATIVE CORP.**

**CSC 45**

Under Section 805 of the Business Corporation Law

We the undersigned, the President and the Secretary of the Corporation, do hereby certify:

**FIRST:** The name of the corporation is Ultra Creative Corp.

**SECOND:** The certificate of incorporation of the corporation was filed by the Department of State of the State of New York on April 5, 1974 under the original name Ultra Flex Packaging Corp. and a Certificate of Amendment thereto was filed with the Department of State on April 12, 1988.

**THIRD:** Article FIRST of the certificate of incorporation of the corporation is hereby amended to read as follows:

"The name of the corporation is **ULTRA FLEX PACKAGING CORP.**"

**FOURTH:** The foregoing amendment to the certificate of incorporation of the corporation was authorized by the unanimous written consent

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of the holders of all of the outstanding shares of the corporation entitled to vote thereon and by all of the directors of the corporation.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Date: February 25, 1997

ULTRA CREATIVE CORP.

By:

Eli Blatt, President

By:

Todd Addison, Secretary

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**AMENDED SHAREHOLDERS AGREEMENT  
OF  
ULTRA CREATIVE CORP.**

Agreement made as of this 17th day of December, 1996, by and among ELI BLATT, residing at 6 Rolling Drive, Brookville, New York 11545, ALFRED SALERNO, residing at 19 Downing Avenue, Sea Cliff, New York 11579, TODD ADDISON, residing at 15 Classic Drive, Trumbull, Connecticut 06611 and ROBERTA FOX, residing at 129 The Chase, Syosset, New York 11791, ROBERT SMITH, residing at 4 Cyril Drive, Huntington, New York 11743, EUGENE SALERNO, residing at 228 Hamlet Drive, Jericho, New York 11753 (collectively referred to as the "Shareholders" and individually as a "Shareholder") and ULTRA CREATIVE CORP., a New York corporation having its office and principal place of business at 975 Essex Street, Brooklyn, New York 11208 (the "Corporation").

WHEREAS, the Corporation and the Shareholders desire to impose certain limitations and restrictions upon the sale, transfer, gift, pledge, assignment or other disposition (each of said acts being hereinafter referred to as a "Transfer") of the shares of common stock of the Corporation (individually, a "Share" or "Shares" or collectively the "Stock") or any interest therein now or hereafter owned

become a shareholder of the Corporation hereafter shall be elected a director or be entitled to designate any other person to be elected a director without the consent of all parties hereto.

2. Officers.

2.1 The Shareholders hereby agree to cause the following persons to be elected as officers of the Corporation, to hold the office or offices set opposite their respective names, for the period commencing on the date of this Agreement and continuing so long as such person remains a Shareholder, both of record and beneficially:

- (i) Eli Blatt, President, who shall, among other duties, be exclusively in charge of production;
- (ii) Alfred Salerno, Secretary and Vice President for Sales, who shall be a co-head of sales;
- (iii) Eugene Salerno, Vice President for Sales;
- (iv) Robert Smith, Vice President for Sales, who shall be a co-head of Sales;
- (v) Todd Addison, Vice President for Sales and Treasurer, who shall be a co-head of Sales; and
- (vi) Roberta Fox, Vice President for Special Projects.



Mortgage Savings Through Direct Technology

**F95000004466**  
May 5, 1997

Florida Secretary of State  
Attn.: Foreign Corporations Section  
P.O. Box 6327  
Tallahassee, FL 32314

Via: U.S. Mail

RE: Foreign Corporation; Certificate of Authority Number F95000004466 and  
File Date 09/14/95.

To Whom It May Concern:

Please accept this letter as notification that DiTech Funding Corporation, the above-referenced foreign corporation, intends to relocate its California Office on June 15, 1997 as follows:

FROM: 4 Park Plaza, Suite 1200, Irvine, CA 92714

TO: 1920 Main Street, Suites 400 and 600, Irvine, CA 92614

MAILING ADDRESS (for all correspondence): 1920 Main Street, Suite 400, Irvine, CA 92614

RELOCATION DATE: June 15, 1997

CONTACT PERSON: David Engebretson, Compliance Manager (same as previous).

CONTACT TELEPHONE NUMBER: (800)713-4933 or (714) 622-8150

CONTACT FACSIMILE NUMBER: (714) 622-8166

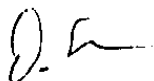
*KS 5/22*

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This change of address will be reflected on the next annual report that DiTech will file with your office. We are notifying you at this time so that future correspondences, including annual report forms, will be sent to our new address after June 15, 1997. DiTech's Resident Agent for Service of Process will remain the same.

If you have any questions regarding this notice, please do not hesitate to contact the undersigned by telephone at (800) 713-4933; by facsimile at (714) 622-8166; or in writing at: 4 Park Plaza, Suite 1200, Irvine, CA 92614. Thank you for your consideration.

Respectfully yours,



David Engebretson  
Compliance Manager

p.c.: J. Paul Reddam, President

