

F95000004836

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: HERITAGE LENDING GROUP, INC.
(Name of corporation - must include suffix)

000001601980
-10/06/95--01019--003
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Debra Cloud

(Name of Person)

HERITAGE LENDING GROUP, INC.

(Firm/Company)

1740 E. Garry Ave., Suite 109

(Address)

Santa Ana, CA 92705

(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT - 6 AM 9:14

Should you need to call someone concerning this matter, please call:

Debra Cloud

(Name of Person)

at (714) 955-2985, ext. 21

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. HERITAGE LENDING 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.)

2. California 3. Applied for FEI No.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 15, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 1740 E. Garry Avenue, Suite 109
Santa Ana, CA 92705
(Current mailing address)

8. Wholesale direct residential mortgage lending
(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:

Name: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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)

D.F. Hickey, Asst. Secretary

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT - 8 AM 9:14

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Evan Buckley (Sole Director)

Address: 1740 E. Garry Ave., Suite 109

Santa Ana, California 92705

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Evan Buckley

Address: 1740 E. Garry Ave., Suite 109

Santa Ana, California 92705

Vice President: _____

Address: _____

Secretary: Evan Buckley

Address: 1740 E. Garry Ave., Suite 109

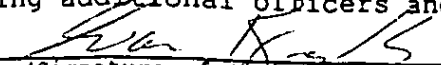
Santa Ana, California 92705

Treasurer: Evan Buckley

Address: 1740 E. Garry Ave., Suite 109

Santa Ana, California 92705

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. Evan Buckley, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT -6 AM 9:14



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 15th day of September, 1995
HERITAGE LENDING GROUP, INC.

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
29th day of September, 1995



Bill Jones
BILL JONES
Secretary of State



F95000004836

Debra Cloud Sohl
Personal
Direct Line 714/260-6084
Direct Fax 714/260-6078

March 24, 1997

Amendment Section
Division of Corporations
P.O. 6327
Tallahassee, FL 32314

Transmittal Letter

400002126814---5
-03/28/97--01053--007
*****35.00 *****35.00

Re: BNC Mortgage, Inc.
Heritage Lending Group, Inc.
Application for Withdrawal

Enclosed is the Application by Foreign Corporation for Withdrawal for the above California corporation along with our check No. 11865 for the \$35.00 filing fee. If you have any questions, please contact the undersigned.

Very truly yours,

Debra Cloud Sohl

Encl.

APPROVED
AND
FILED
97 MAR 28 PM 1:41
SECTION OF STATE
TALLAHASSEE, FLORIDA
OK F95000004836
FTW
3-28-97

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Heritage Lending Group, Inc.
(Name of Corporation)

California
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1740 E. Garry Avenue, Suite 109
(Mailing Address)


Santa Ana, CA 92705
(City/ State /Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 29 AM 11:31

APPROVED
AND
FILED

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

 President
Signature Title

Evan Buckley March 24, 1997
Typed or printed name Date