

Document Number Only
F95000005428

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

RECEIVED
JAN 11 1992
11:52

*****70.00 *****70.00

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| | | <input type="checkbox"/> CUS/ G/S. |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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|-------------------|
| Name |
| Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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

1. Mortgage Banker's Acceptance Corp.
(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. 33-0427664
(FEI number, if applicable)
4. June 27, 1990
(Date of Incorporation)
5. Perpetual
(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 817.156, F.S.))
7. 1301 Dove Street, Ste. 290, Newport Beach, California 92660
(Current mailing address)
8. ORIGINATION OF REAL ESTATE LOANS AND RESIDENTIAL 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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

[Signature]
(Registered agent's signature) (Officer)

D. F. Hickey, Asst. Secretary

(Type Name and Title of Officer)

FILED
SECRETARY OF STATE
JUN 27 1990
TALLAHASSEE
33-0427664

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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

MANAGING Director: KENNETH KETNER

Address: 1301 DOVE STREET, SUITE 290

NEWPORT BEACH, CA. 92660

Director: _____

Address: _____

B. OFFICERS

President: ROBERT MARGOLIS

Address: 1301 DOVE STREET, SUITE 290

NEWPORT BEACH, CA. 92660

CEO ~~Vice President~~ ROGER LUBY

Address: 1301 DOVE STREET, SUITE 290

NEWPORT BEACH, CA. 92660

Secretary: SUSAN SCHMIDT

Address: 1301 DOVE STREET, SUITE 290

NEWPORT BEACH, CA. 92660

FILED
SECRETARY OF STATE
CLERK OF SUPERIOR COURT
95 NOV - 6 AM 11:52

CFO

~~Treasurer~~

CRAIG BAINGO

Address:

1301 DOVE STREET, SUITE 200

NEWPORT BEACH, CA. 92660

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

13.

Kent Mayres

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

14.

ROBERT MARGOLIS, PRESIDENT

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

FILED
SECRETARY OF STATE
95 NOV -6 2:11:52



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 27th day of June, 1990

MORTGAGE BANKERS ACCEPTANCE CORP.

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
18th day of October, 1995

BILL JONES
Secretary of State

Bill Jones

95 OCT -6 AM 11:52
SECRETARY OF STATE



MORTGAGE CAPITAL RESOURCE

F95000005428

April 16, 1996

Florida Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000001791490
-04/23/96--01172--005
*****35.00 *****35.00

Re: Name change of Mortgage Capital Resource Corporation

To Whom It May Concern,

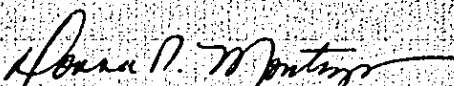
Please find an application from Mortgage Capital Resource Corporation to file an amendment to our application for authorization to transact business in Florida.

Attached to our application you will find the following:

1. Required \$35.00 filing fee
2. Copy of The State of California Corporation Division Certificate
3. Amendment of Articles of Incorporation reflecting name change

If you have any questions or need any further documentation, please do not hesitate to contact me at the address or telephone number below.

Sincerely,


Donna R. Montemayor
Executive Assistant

08789, 00641, 00671

NC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -5 PM 1:50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 6, 1996

DONNA R. MONTEMAYOR, EXECUTIVE ASSISTANT
MORTGAGE CAPITAL RESOURCE
850 EAST WASHINGTON, SECOND FLOOR
COLTON, CA 92324

SUBJECT: MORTGAGE BANKERS ACCEPTANCE CORP.
Ref. Number: F95000005428

We have received your document for MORTGAGE BANKERS ACCEPTANCE CORP. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 296A00021821

RECEIVED
96 JUN -4 AM 8:06
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -5 PM 1:50

Chief Financial Officer



SECRETARY OF STATE

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

That on the 8th *day of* March, 19 96,

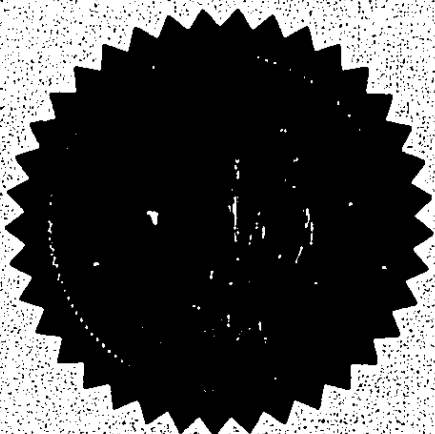
there was filed in this office a(n) Certificate of Amendment

whereby Article One *of the Articles of Incorporation of*
MORTGAGE BANKERS ACCEPTANCE CORP.

a California corporation, was amended to set forth a change of corporate name to
MORTGAGE CAPITAL RESOURCE CORPORATION

*IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
29th day of May, 1996.*

Bill Jones
Secretary of State



A472992

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MORTGAGE BANKERS ACCEPTANCE CORP.
A California Corporation

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

MAR - 8 1996

Bill Jones
BILL JONES, Secretary of State

KENNETH C. KETNER and SUSAN SCHMIDT certify that:

1. They are the President and the Secretary, respectively, of MORTGAGE BANKERS ACCEPTANCE CORP., a California corporation (the "Corporation").
2. Article One of the Articles of Incorporation of this Corporation is amended to read as follows:

"Name

One: The name of the corporation is:

MORTGAGE CAPITAL RESOURCE CORPORATION."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of Common Stock of the Corporation is 700. The number of shares voting in favor of the amendment was 700 constituting all of the outstanding shares entitled to vote.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: March 5, 1996

Kenneth C. Ketner
KENNETH C. KETNER, President

Susan Schmidt
SUSAN SCHMIDT, Secretary

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**JOINT UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER AND DIRECTORS OF
MORTGAGE BANKERS ACCEPTANCE CORP.
A California Corporation**

The undersigned, being the sole shareholder and all of the directors of Mortgage Bankers Acceptance Corp., a California corporation (the "Corporation"), hereby adopt the following recitals and resolutions by written consent thereto, effective as of March 5, 1996, hereby waiving all notice of and the holding of any meeting of the sole shareholder or the board of directors to act upon such resolutions.

CHANGE OF CORPORATE NAME

RESOLVED, that the sole shareholder and the board of directors hereby approve the change of the Corporation's name to "Mortgage Capital Resource Corporation," and authorizes and approves the filing of a Certificate of Amendment to the Corporation's Articles of Incorporation in the form submitted to the sole shareholder and the board of directors for purposes of effecting the name change.

RESOLVED FURTHER, that each of the officers of the Corporation is hereby authorized and directed to execute and deliver such other certificates, instruments and documents, to pay such fees and expenses, and to do and perform such other and further acts and things deemed necessary, proper or advisable to effect the provisions of the Certificate of Amendment and to carry out the intent and accomplish the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Joint Unanimous Written Consent effective as of March 5, 1996.

DIRECTORS

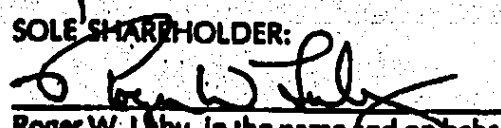


ROGER W. LUBY



KENNETH C. KETNER

SOLE SHAREHOLDER:



**Roger W. Luby, in the name and on behalf
of Mortgage Capital Holdings, Inc.**

A472992

State of California

SECRETARY OF STATE

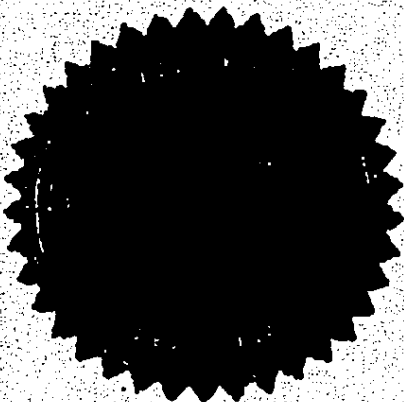
CORPORATION DIVISION

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

That the annexed transcript has been compared with
the corporate record on file in this office, of which it
purports to be a copy, and that same is full, true and
correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAR 11 1996



Bill Jones

Secretary of State