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1201 HAYS STREET

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ACCOUNT NO. : 072100000032

REFERENCE : 819840 140527A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 25, 1996

ORDER TIME : 10:30 AM

ORDER NO. : 819840

CUSTOMER NO: 140527A

CUSTOMER: Mr. Ron Leclair
Mr. Harry Hidayatallah
Suite 455
3575 Cahuenga Boulevard West
Los Angeles, CA 90068

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-02/08/96--01041--008
*****70.00 *****70.00

FOREIGN FILINGS

NAME: REAL ESTATE MORTGAGE
ACCEPTANCE CO.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96FEB-8 PM 2:27
LH 2/8
RECEIVED
96FEB-8 AM 11:17
DIVISION OF CORPORATION

**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. REAL ESTATE MORTGAGE ACCEPTANCE CO.
(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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1995 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or perpetual)

6. FEBRUARY 15, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.101, F.S.)

7. 3575 CAHUENGA BLVD, #455 LOS ANGELES
CALIFORNIA 90068
(Current mailing address)

8. 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: CORPORATION SERVICE COMPANY

Office Address: 1201 Noyes 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.

Bruce R Winn
(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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DIVISION OF CORPORATIONS
96 FEB - 8 PM 2: 27

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

A. DIRECTORS

Chairman: HARRY HIDAYATALLAH

Address: 3575 CAHUENGA BLVD. W. #455
LOS ANGELES, CA 90068

Vice Chairman: RON LECLAIR

Address: 3575 CAHUENGA BLVD. W. #455
LOS ANGELES, CA 90068

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: RON LECLAIR

Address: 3575 CAHUENGA BLVD. W. #455
LOS ANGELES, CA 90068

Vice President: HARRY HIDAYATALLAH

Address: 3575 CAHUENGA BLVD. W. #455
LOS ANGELES, CA 90068

Secretary: ALYA HIDAYATALLAH

Address: 3575 CAHUENGA BLVD. W. #455
LOS ANGELES, CA 90068

Treasurer: RON LECLAIR

Address: 3575 CAHUENGA BLVD. W. #455
LOS ANGELES, CA 90068

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. RON LECLAIR

(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 March, 19 96

REAL ESTATE MORTGAGE ACCEPTANCE CO.

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
1st day of February 1996



BILL JONES
Secretary of State

Bill Jones

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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