

F96000001054

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: 1st National Financial Corporation
UNA Financial Corporation
(Name of corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 28 - 1 PM 1:15

Dear Sir or Madam:

The enclosed "Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign nonprofit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Barbara O. Prebert
(Name of Person)
CorpAmerica, Inc.
(Firm/Company)
1050 South State Street
(Address)
Dover, DE 19901
(City, State and Zip Code)

RECEIVED
SEP 28 1984

096-2304

For further information concerning this matter, please call:

Barbara O. Prebert at (302) 736-5510
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
403 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

1st NATIONAL FINANCIAL CORPORATION

RESOLUTION OF DIRECTOR IN LIEU OF SPECIAL MEETING

The undersigned, being the sole director of 1st National Financial Corporation ("NFC"), hereby consents to the following resolution:

RESOLVED, that the Name of Lawful Entity for the State of Florida shall hereby be named, 1st National Financial Corporation, aka First National Financial Mortgage Corporation.

further

RESOLVED, that the Name of Lawful Entity for the State of Texas shall hereby be named, 1st National Financial Corporation, aka First National Financial Mortgage Corporation.

Dated: February 12, 1998



Jack D. Christensen, Chairman

FILED
SECRETARY OF STATE
CORPORATIONS
65 MAR -1 PM 1:15

APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1003, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. 151 National Financial Corporation
(Name of corporation; the word "INCORPORATED," "COMPANY," or "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. Michigan
(State or country under the law of which it is incorporated)

3. November 17, 1983 4. Perpetual
(Date of Incorporation) (Duration)

5. _____
(Federal Employer Identification number, if applicable)

6. Upon filing this document
(Date first transacted business in Florida. See sections 607.1001, 607.1002, and 617.105, F.S.)

7. 1475 W. Big Beaver, Suite 300, Troy MI
(Current mailing address)

8. Operation of a mortgage company
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Jack D. Christenson
Address: 1475 W. Big Beaver, Suite 300
Troy, MI 48064

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

FILED
RECEIVED
DIVISION OF CORPORATIONS
MAR -1 PM 1:15

B. Officers:

President: Dennis D. Durocher
Address: 1475 W. Big Beaver, Suite 300
Troy, MI 48064

Vice President: Kathryn Standaerlich
Address: Same as Above

Secretary: Anna-Maria Christensen
Address: Same as Above

Treasurer: Richard L. Campbell
Address: Same as Above

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: CorpAmerica, Inc.
Office Address: 1525 S. Andrews Ave., Suite 216
Fort Lauderdale, Florida 33316
Zip Code

11. 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: Bulma O. Tuben

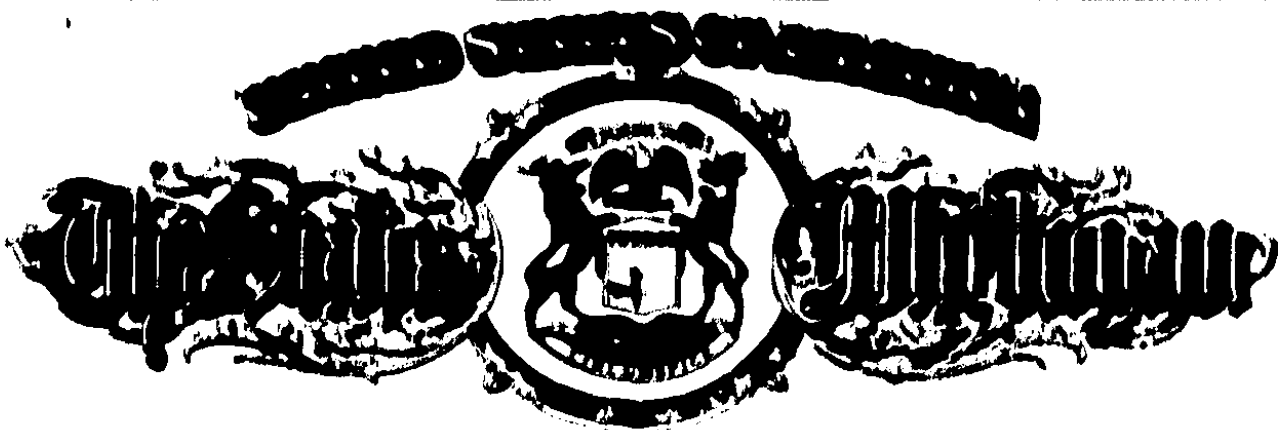
12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. President
(Name and capacity of person signing application)

95 MAR -1 PM 1:15

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Michigan Department of Commerce

Lansing, Michigan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 MAR -1 PM 1:15

This is to Certify That

1ST NATIONAL FINANCIAL CORPORATION

was validly incorporated on November 17, 1983, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 22nd day of February, 1996.

Carl L. Lipp . Director
Corporation & Securities Bureau

F9600000/054

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

70000001 70000001
43/24/85-01105-000
*****45,00 *****35,00

SUBJECT: 1st National Financial Corporation/dba First National Financial Corporation
(Name of corporation - must include suffix)
Changing dba to 1st Financial Mortgage Corporation

Dear Sir or Madam:

Amendment to
The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", ~~Qualification 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:

Barbara O. Frebert
(Name of Person)
CorpAmerica, Inc.
(Firm/Company)
1050 South State Street
(Address)
Dover, DE 19901
(City, State and Zip Code)

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

Barbara O. Frebert at (302) 736-5510
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
400 E. Games St.
Tallahassee, FL 32309

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

APR 11 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

April 3, 1996

BARBARA O. FREBERT
CORPAMEERICA, INC.
P. O. BOX 811
DOVER, DE 19903-0811

SUBJECT: FIRST NATIONAL FINANCIAL MORTGAGE CORPORATION
Ref Number: F96000001054

We have received your document for **FIRST NATIONAL FINANCIAL MORTGAGE CORPORATION** 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.

You must indicate in (4) when was the change effected under the laws of its jurisdiction of incorporation.

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: 096A00015286



CorpAmerica, Inc.[™]

10 Park Street Blvd. • Dover (Delaware 19901) • (302) 736 6610 • fax (302) 736 6620
toll free (US only) (800) 622 6614 • Internet <http://www.corpamerica.com>

March 25, 1996

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

Re: 1st National Financial Corporation
F900000001054

Dear Corporations:

Please file the enclosed Certificate of Amendment for the above corporation. Also enclosed is our check for the required fees.

Please return the documents to:

CorpAmerica, Inc.
P.O. Box 911
Dover, DE 19903-0811

Thank you very much.

Sincerely,

Barbara O. Frebert
Corporate Services Manager

BOF:wp

Enclosures

DIVISION
96 APR 11 PM 4:04

1st National Financial Corporation

RESOLUTION OF DIRECTOR IN LIEU OF SPECIAL MEETING

The undersigned, being the sole director of 1st National Financial Corporation ("FNFC"), hereby consents to the following resolutions:

RESOLVED, that the Name of Lawful Entity for the State of Florida licensing act shall hereby be named, 1st Financial Mortgage Corporation.

RESOLVED, that 1st National Financial Mortgage Corporation does not have to be a registered corporation according to the Comptroller of Florida only an operating entity of the parent 1st National Financial Corporation.

Dated: February 28, 1998



Jack M. Christenson, Chairman