

F96000002170
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

4000001787474
-04/19/95--01071--007
*****78.75 *****78.75

SUBJECT: Asset Capital Insurance Sales Agency, Inc.
(Name of corporation - must include suffix) 96-8605

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:

DEBORA J. WHITE
(Name of Person)

ASSET CAPITAL CORPORATION
(Firm/Company)

24328 VERMONT AVENUE, SUITE 200
(Address)

HARBOR CITY, CALIFORNIA 90710
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 11 AM 8:14
mtm

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

DEBORA WHITE at (310) 325-9000
(Name of Person) (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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 22, 1996

DEBORA J. WHITE
% ASSET CAPITAL CORPORATION
24328 VERMONT AVENUE, STE 200
HARBOR CITY, CA 90710

SUBJECT: ASSET CAPITAL CORPORATION
Ref. Number: W96000008605

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY - 1 AM 8:14

We have received your document for ASSET CAPITAL CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name on line one of the application should match the name on the certificate.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 996A00018809

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO 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. ASSET CAPITAL INSURANCE SALES AGENCY, 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
(State or country under the law of which it is incorporated)

3. 33 063 46 20
(FEI number, if applicable)

4. MAY 17, 1994
(Date of Incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 24328 VERMONT AVENUE, SUITE 200
HARBOR CITY, CALIFORNIA 90710
(Current mailing address)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY - 1 AM 8:14

8. INSURANCE AGENT
(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: (P.O. Box or Mail Drop Box NOT acceptable)
ASSET CAPITAL CORPORATION 90
Name: UNITED DEVELOPMENT SYSTEMS F 90433

Office Address: 1725 - A BAY DRIVE
LARGO, Florida, 34641
(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.

[Signature]
(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.

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: JERRY W. NEELY
Address: 24328 VERMONT AVENUE, STE. 200 HARBOR CITY, CA. 90710

Vice Chairman: _____
Address: _____

Director: JERE E. McDONALD
Address: 24328 VERMONT AVENUE, SUITE 200
HARBOR CITY, CALIFORNIA 90710

Director: JERRY W. NEELY
Address: 24328 VERMONT AVENUE, SUITE 200
HARBOR CITY, CALIFORNIA 90710

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

President: JERRY R. FARRAR
Address: 24328 VERMONT AVENUE, SUITE 200
HARBOR CITY, CALIFORNIA 90710

Vice President: BRENDA FARRAR
Address: 24328 VERMONT AVENUE, SUITE 200
HARBOR CITY, CALIFORNIA 90710

Secretary: JERRY W. NEELY
Address: 24328 VERMONT AVENUE, SUITE 200
HARBOR CITY, CALIFORNIA 90710

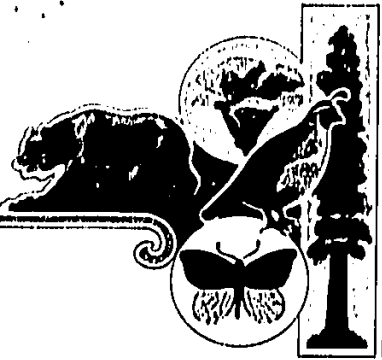
Treasurer: JERRY W. NEELY
Address: 24328 VERMONT AVENUE, STE. 200 HARBOR CITY, CA. 90710

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY - 1 AM 8:14

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

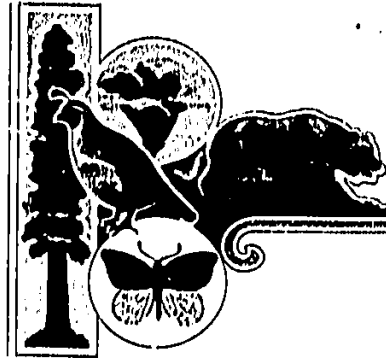
13. Jerry R. Farrar PRESIDENT
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JERRY R. FARRAR 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 17th day of May, 19

ASSET CAPITAL INSURANCE SALES AGENCY, 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.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 96 MAY - 1 AM 8:14

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 26th day of March, 1996



Bill Jones
BILL JONES
Secretary of State