

Document Number 914

CR2E031 (1-89)

**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. CLASSIC FINANCIAL CORPORATION

(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. 95-3296738

(FEI number, if applicable)

4. October 26, 1978

(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 617.150, F.S.))

7. 17452 Irvine Blvd., Suite 100, Tustin, California 92680

(Current mailing address)

8. Originate, Purchase and/or Table Fund 1st and 2nd Mortgages

(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

D. F. Hickey
(Registered agent's signature) (Officer)

D. F. Hickey Asst. Secy
(Type Name and Title of Officer)

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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: Burt W. Price

Address: 17452 Irvine Blvd., Suite 100

Tustin, California 92680

Vice Chairman: _____

Address: _____

Director: Sharon Campbell

Address: 17452 Irvine Blvd., Suite 100

Tustin, California 92680

Director: _____

Address: _____

B. OFFICERS

President: Burt W. Price

Address: 17452 Irvine Blvd., Suite 100

Tustin, California 92680

Vice President: Sharon Campbell

Address: 17452 Irvine Blvd., Suite 100

Tustin, California 92680

Secretary: Lesley A. Price

Address: 17452 Irvine Blvd., Suite 100

Tustin, California 92680

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Treasurer: Burt W. Price

Address: 17452 Irvine Blvd., Ste #100

Tustin, CA 92680

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

13.

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

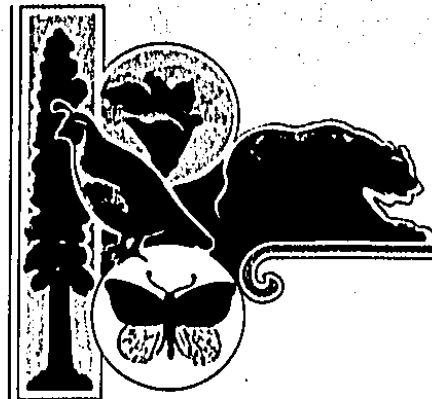
14. Burt W. Price, President

(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 26th day of October, 19 78.

CLASSIC FINANCIAL CORPORATION

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
26th day of March, 1996



Bill Jones
BILL JONES
Secretary of State