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TALLAHASSEE, FL 32301-2607
904-222-0000
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800-344-8086

FSC networks

PROFESSIONAL
FINANCIAL SERVICES

ACCOUNT NO. : 07210000072 CORPORATION
REFERENCE : 072451 Patricia T. York
AUTHORIZATION :
COST LIMIT : \$ 70.00

ORDER DATE : September 6, 1996

ORDER TIME : 4:14 PM

ORDER NO. : 077651

000001966070

CUSTOMER NO: 4382632

CUSTOMER: Ms. Karen Robb
Associates Corporation Of
250 Carpenter Freeway

Irving, TX 75062

FOREIGN FILINGS

NAME: ASSOCIATES HOUSING FINANCE
SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

FILED
96 OCT -7 AM 9:46
TALLAHASSEE, FLORIDA

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9/10/7

**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. Associates Housing Finance Services, 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. Delaware 3. 51-0377052
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Pending qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. P. O. Box 660237
Dallas, Texas 75266-0237
(Current mailing address)

8. Wholesale and retail financing of manufactured housing
(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 Hays 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.

By: Amy Bass
(Registered agent's signature)
Amy Bass, Asst. Secretary

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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attachment

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.

Karen L. Robb

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

14.

Karen L. Robb

Assistant Secretary

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

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TALLAHASSEE, FLORIDA

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DIRECTORS:			
NAME	SOCIAL SECURITY NO.	BUSINESS ADDRESS	RESIDENCE ADDRESS
Rocco A. Macri	297-22-1838	250 Carpenter Freeway Irving, Texas 75062-2729	1600 Driskill Drive Irving, Texas 75038
Dennis J. Mandick	390-38-0826	250 Carpenter Freeway Irving, Texas 75062-2729	1513 Cottonwood Valley Circle Irving, Texas 75038
Harold D. Marshall	097-28-3708	250 Carpenter Freeway Irving, Texas 75062-2729	3900 Euclid Avenue Dallas, Texas 75205
Lawrence J. Pelka	329-34-3396	250 Carpenter Freeway Irving, Texas 75062-2729	363 E. Las Colinas Blvd. Suite 141 Irving, Texas 75039

OFFICERS:				
NAME	SOCIAL SECURITY NO.	POSITION	BUSINESS ADDRESS	RESIDENCE ADDRESS
Harold D. Marshall	097-28-3708	President	250 Carpenter Freeway Irving, Texas 75062-2729	3900 Euclid Avenue Dallas, Texas 75205
John F. Hughes	257-72-2821	Executive Vice President/Treasurer	250 Carpenter Freeway Irving, Texas 75062-2729	6628 Cleburne Circle Dallas, Texas 75248
Robert W. Jovan	319-46-2203	Vice President	250 Carpenter Freeway Irving, Texas 75062-2729	700 Meadow Bend Court Highland Village, Texas 75067
Timothy M. Hayes	341-40-5293	Secretary	250 Carpenter Freeway Irving, Texas 75062-2729	6624 Schaefer Drive Fort Worth, Texas 76132
Patrick J. Greene	075-28-5225	Assistant Vice President/Assistant Secretary	250 Carpenter Freeway Irving, Texas 75062-2729	3014 E. Carter Court Irving, Texas 75062
Paul A. Swan	307-40-8293	Assistant Vice President/Assistant Secretary	c/o Ford Motor Company The American Road, WHQ Dearborn, Michigan 48121	3654 Fox Club Drive Farmington Hills, Michigan 48331
Frederic C. Listow	434-15-9625	Assistant Secretary	250 Carpenter Freeway Irving, Texas 75062-2729	3823 Duchess Trail Dallas, Texas 75229
Karen L. Robb	463-78-1131	Assistant Secretary	250 Carpenter Freeway Irving, Texas 75062-2729	1307 Aransas Drive Dallas, Texas 75039

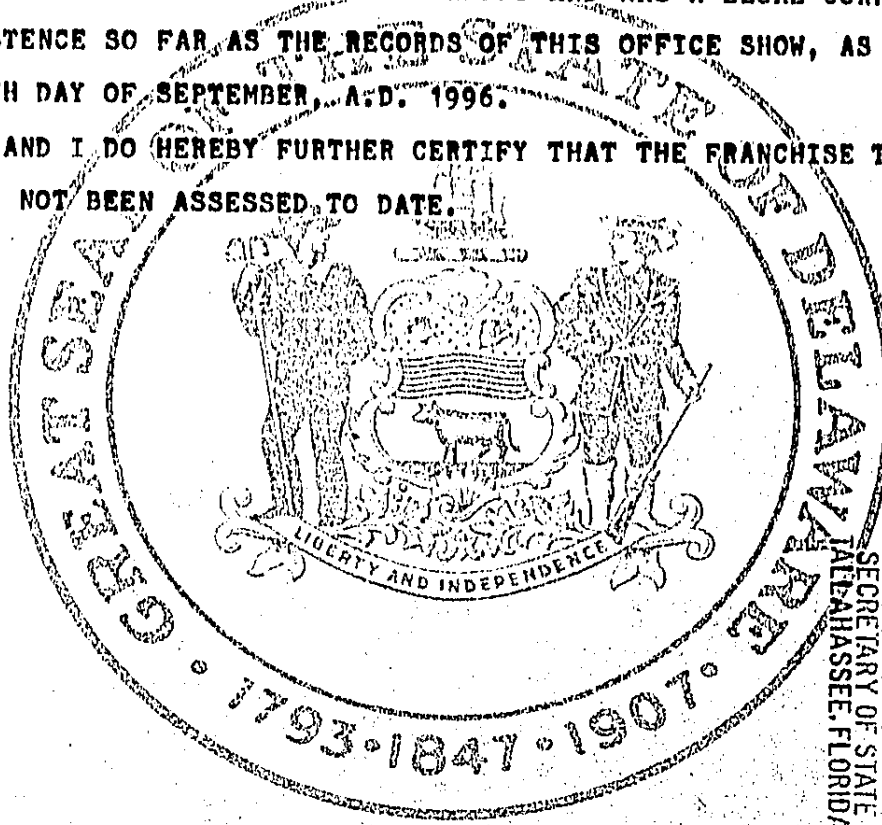
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 TALLAHASSEE, FLORIDA
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASSOCIATES HOUSING FINANCE SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Edward J. Freel

Edward J. Freel, Secretary of State

2660380 8300

960259707

AUTHENTICATION:

8095240

DATE:

09-09-96