

Document Number Only
F96000005986

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET
Requestor's Name
TALLAHASSEE, FL 32301
Address
222-1092
City State Zip Phone
CORPORATION(S) NAME

800002005928--5
-11/15/96--01052--025
*****70.00 *****70.00

ITLA Funding Corp.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 NOV 15 PM 1:55

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DIVISION OF CORPORATION

Florida Department of State, Jim Smith, Secretary of State

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. ITLA Funding Corporation
(Name of corporation adding the word "INCORPORATED", "COMPANY" or "CORPORATION" if not so contained in the name at present.)

2. Delaware 3. "applied for"
(Incorporated Under the Laws of) (Federal Employer Identification Number)

4. 09/20/96 - perpetual 5. Upon Qualification
(Date of Incorporation & Duration) (Date first transacted business in Florida)
See Section 607.354 and 817.155 F.S.

6. 16830 Ventura Boulevard, Encino, CA 91436
(Address of Principal Office Please include city, state, and zip code)

7. CT Corporation System
(Name of Florida Registered Agent)
c/o CT Corporation System, 1200 S. Pine Island Road
(Registered Agent Address)
Plantation, Florida 33324
(City) (State of Florida) (Zip Code)

8. To engage in any lawful activity and to transact any and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.
(Nature of Business to be Transacted in Florida)

9. NAME OF OFFICERS	SPECIFIC ADDRESSES
<u>George J. Guarini</u>	(P) <u>16830 Ventura Boulevard, Encino, CA 91436</u>
	(V) _____
<u>Michael L. Mayer</u>	(S) <u>same as above</u>
<u>Michael A. Sicuro</u>	(T) <u>same as above</u>

10. NAME OF DIRECTORS	SPECIFIC ADDRESSES
<u>George W. Haliowski</u>	(D) <u>16830 Ventura Boulevard, Encino, CA 91436</u>
<u>Michael A. Sicuro</u>	(D) <u>same as above</u>
<u>George J. Guarini</u>	(D) <u>same as above</u>
<u>Norval L. Bruce</u>	(D) <u>same as above</u>

11. I am familiar with and accept the obligations provided for in section 607.325, Florida Statutes.

Acceptance by the Registered Agent: Marilyn Lizzio
Agent must sign on this line.

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TALLAHASSEE, FLORIDA

12. The total number of authorized shares for all classes is 3,000; of which 500 shares are preferred stock \$.01 par value each and 2,500 shares are Common Stock \$.01 par value per share.

(Total Authorized Shares (Itemized by class) Par Value of Shares, & without Par Value)

Two officers must sign this application and one signature notarized.

Michael L. Mayer
Secretary or Assistant Secretary
Michael L. Mayer

George J. Guarini
President or Vice President
George J. Guarini

State of CALIFORNIA
County of Los Angeles

The foregoing instrument was acknowledged before me this 13th day of November, 1946, By _____ (Name of Officer) (Title of Officer) of IMPERIAL THRIFT & LOAN ASSOC. (Name of Corporation),

A(An) _____ (State or Country) Corporation, on behalf of the Corporation.

Seal



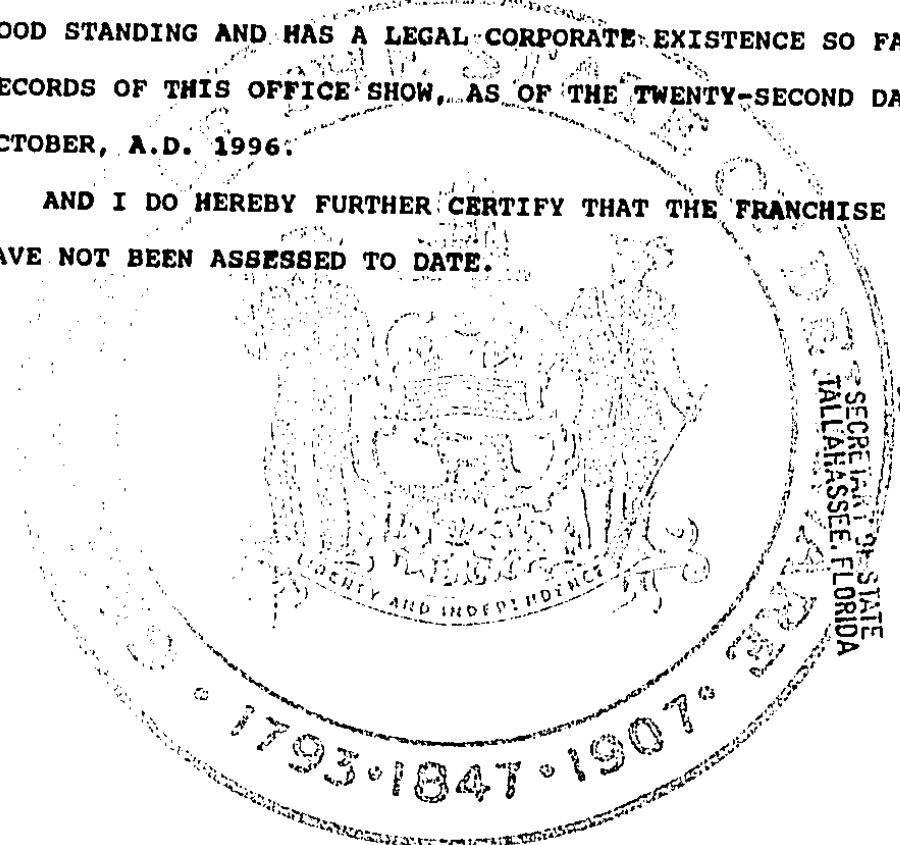
Danny R. Skidell
Notary Public

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 "ITLA FUNDING CORPORATION" 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 TWENTY-SECOND DAY OF OCTOBER, A.D. 1996.

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



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2661467 8300

960306985

AUTHENTICATION:

DATE:

8156942

10-22-96



F96 000005986

Sent via U.S. Mail

May 11 1993

Florida Department of State
Division of Corporations, Bureau of Commercial Recording
Qualification and Registration Section
P. O. Box 6327
Tallahassee, Florida 32314

Re: ITLA Funding Corporation - F96000005986

To Whom it may concern:

Effective immediately, please forward all correspondence to the name and address provided herein:

Rebecca Griffith, Paralegal
Imperial Thrift and Loan Association
700 N. Central Avenue, Suite 600
Glendale, California 91203-1240
(818) 551-0606 ext. 409

Please feel free to contact me if you have any questions regarding the foregoing.

Sincerely,

Rebecca Griffith
Paralegal

KS 5/13

16830 Ventura Boulevard • Suite J • Encino • CA • 91436 • (818) 789-2900 • FAX (818) 789-9470

New York, NY • Houston, TX • Encino, CA • Tampa, FL • Chicago, IL