

F96000006804

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: World Wide Credit Corporation
(Name of corporation - must include suffix)

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:

Russ Tolleson, Compliance Officer
(Name of Person)

600002023036--7
-12/09/96--01012--003
*****78.75 *****78.75

W96-25709

World Wide Credit Corporation
(Firm/Company)

9089 Clairemont Mesa Blvd., Suite 200
(Address)

San Diego, CA 92123
(City/State/Zip)

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

Russ Tolleson
(Name of Person)

at (619) 569-5840 x 118
(Area Code & Daytime Telephone Number)

12/27

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. Morthum
Secretary of State

December 9, 1996

RUSS TOLLESON
WORLD WIDE CREDIT CORPORATION
9089 CLAIREMONT MESA BLVD., STE 200
SAN DIEGO, CA 92123

SUBJECT: WORLD WIDE CREDIT CORPORATION
Ref. Number: W96000025709

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We have received your document for **WORLD WIDE CREDIT CORPORATION** and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please **RETURN ALL DOCUMENTATION** to the **ATTENTION** of the **DOCUMENT SPECIALIST** indicated.

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: 096A00054920

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
WORLD WIDE CREDIT CORPORATION**

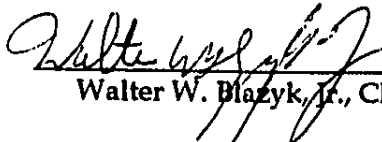
Pursuant to California Corporations Code § 307(b), the undersigned Directors of World Wide Credit Corporation, a California Corporation, hereby adopts, approves and consents to the following actions without a meeting:

WHEREAS, the Directors of this Corporation have deemed it to be in the best interests of this Corporation to adopt a different name under which to conduct business in the State of Florida as the exact corporate name OF "World Wide Credit Corporation" is already in use by another entity.

NOW, THEREFORE, BE IT RESOLVED, that the name adopted for use in the State of Florida is "World Wide Funding Corporation".

RESOLVED FURTHER, that the officers of the Corporation, and each of them, are authorized and directed to do all acts and execute all instruments and documents necessary or advisable to carry into effect the intent of the above resolution, and such acts are ratified, confirmed and approved for and on behalf of the Corporation as its corporate acts.

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized and directed to file these minutes with the minutes of the meetings of the Board of Directors.



Walter W. Blazyk, Jr., Chairman

12-17-96
date



Nicholas Pantell, President and Director

12/17/96
date



James Kabellis, Chief Financial Officer, Secretary and Director

12/17/96
date

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SEAL

**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. World Wide Credit 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. 33-0477497

(FEI number, if applicable)

4. 8-15-91

(Date of Incorporation)

5. Perpetual

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

6. No business conducted in Florida.

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

7. 9089 Clairemont Mesa Blvd., Suite 200

San Diego, CA 92123

(Current mailing address)

8. Mortgage lending

(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)**

Name: C T Corporations System

Office Address: 1200 So. Pine Road

Plantation

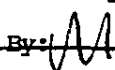
, Florida, 33324

(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.

C T Corporation System

By: 

M. T. Fitzpatrick
(Registered agent's signature) Asst. Secy.

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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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: Walter W. Blazyk, Jr.

Address: 5895 Ciudad Leon Court, San Diego, CA 92120

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Nicholas Pantell

Address: 13977 Pequot Drive, Poway, CA 92064

Vice President: Chief Financial Officer and Secretary: James Kabelis

Address: 2908 Summit Drive, Escondido, CA 92025

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

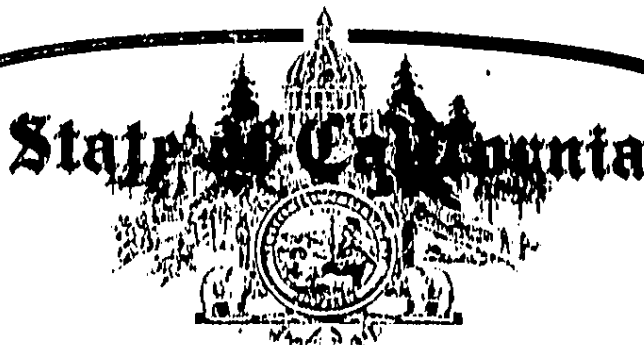
13.  C.F.O.

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

14. JAMES KABELIS, CHIEF FINANCIAL OFFICER

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

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SECRETARY OF STATE

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 15th day of August, 19 91,

WORLD WIDE CREDIT 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 day of

November 5, 1996



Bill Jones

Secretary of State

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