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ACCOUNT NO. : 072100000032

REFERENCE : 613272 4731897

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 70.00

ORDER DATE : November 25, 1997

ORDER TIME : 11:15 AM

ORDER NO. : 613272-005

800002356668--2

CUSTOMER NO: 4731897

CUSTOMER: Jody L. Squires, Legal Asst
Quarles & Brady
Suite 400
One East Camelback Road
Phoenix, AZ 850121649

FOREIGN FILINGS

NAME: THE KING DIAMOND FINANCIAL
GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 25 PM 1:47
RECEIVED
97 NOV 25 PM 12:10
DIVISION OF CORPORATION

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. The King Diamond Financial Group, 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. Texas
(State or country under the law of which it is incorporated)

3. 86-0894105
(FEI number, if applicable)

4. 10/15/97
(Date of Incorporation)

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

6. 12/01/97 estimated date
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 10008 E. Purdue

Scottsdale, AZ 85258

(Current mailing address)

8. Home equity lender

(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: 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: Karen B. Rozar

(Registered agent's signature)

Karen B. Rozar, As Its Agent

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: Marc S. Rubin

Address: 10008 E. Purdue
Scottsdale, AZ 85258

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Marc S. Rubin

Address: 10008 E. Purdue
Scottsdale, AZ 85258

Vice President: _____

Address: _____

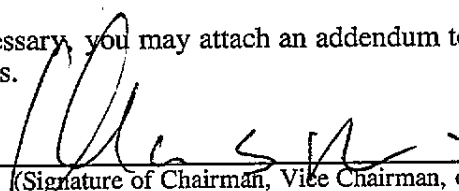
Secretary: Marc S. Rubin

Address: 10008 E. Purdue
Scottsdale, AZ 85258

Treasurer: Marc S. Rubin

Address: 10008 E. Purdue
Scottsdale, AZ 85258

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

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

14. Marc S. Rubin, President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 25 PM 1:48



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

THE KING DIAMOND FINANCIAL GROUP, INC.

File No. 1463999-00

were filed in this office and a certificate of incorporation was issued to this corporation
and no certificate of dissolution is in effect and the corporation is currently in existence

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 25 PM 1:49

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on November 3, 1997.*



1087.

Antonio O. Garza, Jr.
Secretary of State

PH