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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

900002412209--6
-01/26/98--01126--006
*****78.75 *****78.75

SUBJECT: Century Financial Group, Inc.
(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:

698-1857

Richard Heldt

(Name of Person)

Century Financial Services

(Firm/Company)

8001 Irvine Center Dr., Suite 400

(Address)

Irvine, CA 92618

(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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2/20

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

Richard Heldt
(Name of Person)

at (714) 930-3300
(Area Code & Daytime Telephone Number)

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. Mortham
Secretary of State

January 27, 1998

RICHARD HELDT
CENTURY FINANCIAL SERVICES
8001 IRVINE CENTER DR. SUITE 400
IRVINE, CA 92618

SUBJECT: CENTURY FINANCIAL GROUP, INC.
Ref. Number: W98000001857

We have received your document for CENTURY FINANCIAL GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

The Federal Employer Identification number is comprised of nine digits. Please amend your document accordingly.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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 (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 198A00004543

Century Financial Services

A Division of Century Financial Group, Inc.



8001 Irvine Center Dr., Suite 400
Irvine, CA 92618-2919
Off: 714.930.3300
Fax: 714.930.3301
www.centuryloans.com

2/10/98

Dear Lee,

In response to your letter of January 27, 1998, we have adopted C.G.F., Inc. as a name for our corporation.

Enclosed please find the resolution of our board of directors, along with the Application for Authorization to Transact Business in Florida. Please do not hesitate to call me at Ext. 344, if you have any questions.

Thank you,

Sherry Shams,
Compliance Coordinator



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 11, 1998

RICHARD HELDT
CENTURY FINANCIAL SERVICES
8001 IRVINE CENTER DR. SUITE 400
IRVINE, CA 92618

SUBJECT: CENTURY FINANCIAL GROUP, INC.
Ref. Number: W98000001857

We have received your document for CENTURY FINANCIAL GROUP, INC. 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 you wish to adopt, C.F.G., INC., is also unavailable for use in Florida. Enclosed is a new, blank name resolution form; you may wish to call the number below to preliminarily check any name you wish to adopt.

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 (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 098A00007894



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State


RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Jeffrey A. McKellips, do hereby certify
that this Resolution of the Board of Directors of Century Financial Group, Inc.

a corporation duly organized and existing under the laws of the State of California
was duly adopted on February 18, , 1998.

Resolved, that Century Financial Group, Inc., organized
and existing in the State of California, hereby adopts the
name Century Financial Group of California, Inc.
for use in Florida.

Dated: February 18, 1998


Signature of at least one director

INHS19(3/95)

**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. ~~Century Financial Group, Inc.~~ C.F.G., 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. California 3. 3330558839
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/21/93 5. Perpetual
(Date of Incorporation) (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 817.155, F.S.))

7. 8001 Irvine Center Dr., Suite 400, Irvine, CA 92618

(Current mailing address)

8. All Legal Purposes: Mortgage Lending, First & Second 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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: C T Corporation System

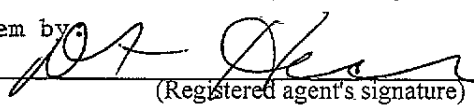
Office Address: 1200 S. Pine Island Rd.,

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:


(Registered agent's signature)

D. F. Hickey, Assistant 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.

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: Jeffrey A. McKellips

Address: 28322 Harvest View Lane, Trabuco Canyon 92679

Vice Chairman: Alan M. Pott

Address: 28 Ericson Aisle, Irvine, CA 92720

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Jeffrey A. McKellips

Address: 28322 Harvest View Lane, Trabuco Canyon, CA 92679

Vice President: _____

Address: _____

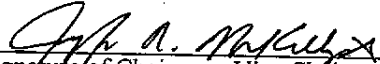
Secretary: Alan M. Pott

Address: 28 Ericson Aisle, Irvine, CA 92720

Treasurer: _____

Address: _____

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. Jeffrey A. McKellips, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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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 21ST day of JANUARY, 19 98

CENTURY FINANCIAL GROUP, INC.

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

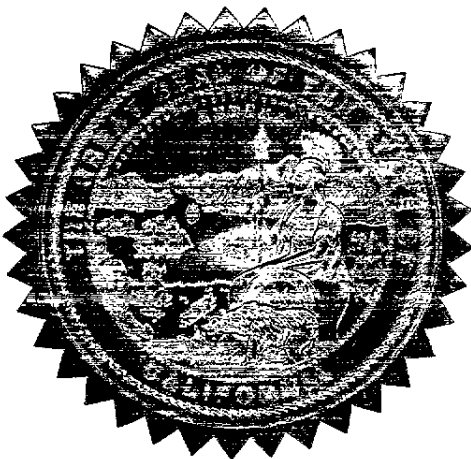
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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

22ND OF JANUARY, 1998



Bill Jones

Secretary of State

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