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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

400002436634--2  
-02/20/98-D1093-003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: PSB Lending Corp.  
(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:

Martha King  
(Name of Person)

PSB Lending Corp.  
(Firm/Company)

1925 Palomar Oaks Way, Suite 105  
(Address)

Carlsbad, CA 92008  
(City/State/Zip)

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

Martha King at ( 888 ) 211-6100 ext. 5543  
(Name of Person) (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

# 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. PSB Lending Corp.  
(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. Nevada  
(State or country under the law of which it is incorporated)
3. 33-0715601  
(FEI number, if applicable)
4. 7-8-96  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Pending approval  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. 1925 Palomar Oaks Way, Suite 105  
Carlsbad, CA 92008  
(Current mailing address)
8. Subordinate lien residential 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: Nationscorp Registered Agents, Inc.  
  
Office Address: 526 E. Park Ave.  
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.*

Ed Hand President  
(Registered agent's signature)

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: N/A

Address: \_\_\_\_\_

Vice Chairman: N/A

Address: \_\_\_\_\_

Director: Gerald Hartman

Address: 4144 N. Central Expressway, Suite 160  
Dallas, TX 75204

Director: Bobby Hashaway

Address: 4144 N. Central Expressway, Ste. 160  
Dallas, TX 75204

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

President: Robert S. Emerling

Address: 1925 Palomar Oaks Way, Suite 105  
Carlsbad, CA 92008

Vice President: Chuck Currie

Address: 1925 Palomar Oaks Way, Suite 105  
Carlsbad, CA 92008

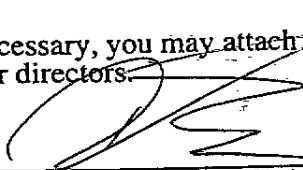
Secretary: Brooks Smith

Address: 4144 N. Central Expressway, Suite 160  
Dallas, TX 75204

Treasurer: Bobby Hashaway

Address: 4144 N. Central Expressway, Suite 160  
Dallas, TX 75204

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. Robert S. Emerling, President  
(Typed or printed name and capacity of person signing application)

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# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PSB LENDING CORP.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 8, 1996, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office, in  
Carson City, Nevada, on December 31, 1997.



By

Secretary of State

Certification Clerk

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