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C T Corporation System.

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301

City State Zip Phone

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CORPORATION(S) NAME

Pacific America Money Centers, Inc.

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**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. PacificAmerica Money Centers, 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. Delaware
(State or country under the law of which it is incorporated)

3. 95-4465732
(FEI number, if applicable)

4. February 22, 1994
(Date of incorporation)

5. Perpetual
(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 817.156, F.S.))

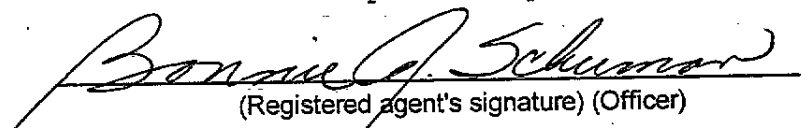
7. 21031 Ventura Boulevard, Woodland Hills, California 91364
(Current mailing address)

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To engage in any lawful act or activity for which corporations may be organized under
8. the General Corporation Law of the State of Florida.
(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:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

Bonnie A. Schuman, Asst. Secy.
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. *Chuck Siegel, C.F.O.*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Chuck Siegel, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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PacificAmerica Money Centers, Inc.
OFFICERS AND DIRECTORS

Name/Title and Home Address/Telephone Number/Social Security Number	Business Address Telephone Number	Effective Date	Date of Birth
Joel R. Schultz Chairman of the Board/President Chief Executive Officer 4267 Marina City Drive, #606, Marina Del Rey, CA 92092 (310) 821-5932 137-30-1169	21031 Ventura Blvd. Woodland Hills, CA 91364 (818) 883-1406 (818) 992-8889 (Fax)	02/94	09/12/36
Richard D. Young Senior Executive Vice-President Chief Operating Officer/ Director 5500 Wembly Avenue, Agoura CA 91301 (818) 706-8877 090-30-0265	Ditto Fax (818) 703-1896	02/94	08/28/39
Charles J. Siegel Chief Financial Officer 3604 Hayvenhurst Ave., Encino, CA 91436 (818) 905-5068 108-38-8655	Ditto Fax (818) 340-6303	02/94	
Norman A. Markiewicz Executive Vice-President/ Director 29532 Bertrand Drive, Agoura Hills, CA 91301 (818) 991-8918 559-72-7857	Ditto Fax (818) 992-8889	02/94	02/02/47
Richard B. Fremed Corporate Secretary/Treasurer/Director 19917 Cantara Street, Winnetka, CA 91306 (818) 886-1761 569-52-9619	Ditto Fax (818) 593-2506	02/94	02/27/43

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Paul D. Weiser
Director
16328 Tudor Drive, Encino, CA 91436
(818) 986-5587
139-28-0620

1157 Tapo Canyon Road,
Simi Valley, CA 93063
(805) 578-4055
(818) 986-2699 (Fax)

12/95

05/30/36

Brian Miller
Assistant Secretary
#3 Manor Drive, Warren, NJ 07059
(908) 580-1958
140-50-4117

105 Elm Street
Westfield, NJ 07090
(908) 317-8178
(908) 317-8179 (Fax)

10/96

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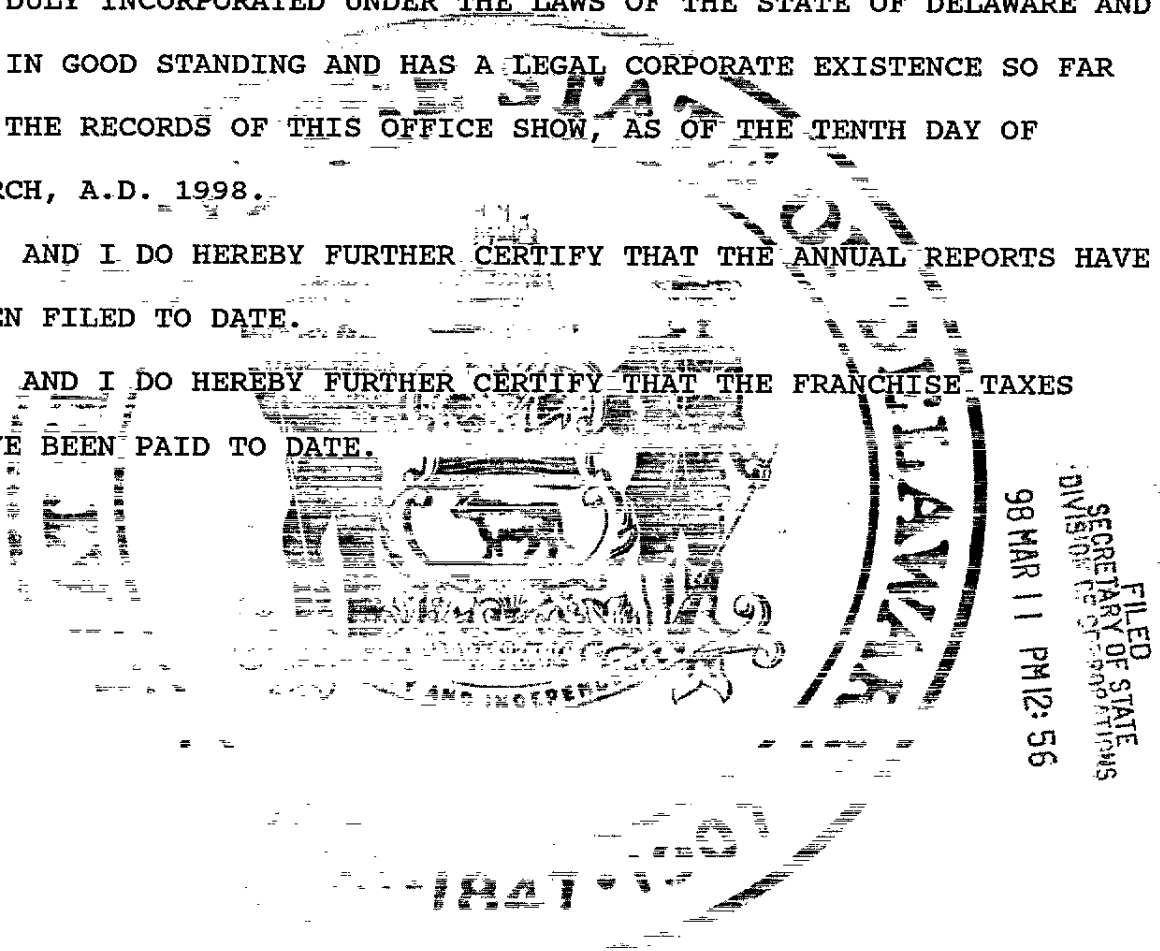
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PACIFICAMERICA MONEY CENTERS, INC." 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 TENTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2380025 8300

DATE: 8962794

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