

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: The Loan Factory 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:

Sherman E. Anderson

(Name of Person)

Atty. at Law

(Firm/Company)

12929 S. Main

(Address)

Houston, Texas 77035

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

Sherman E. Anderson at (713) 7215290

(Name of Person)

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

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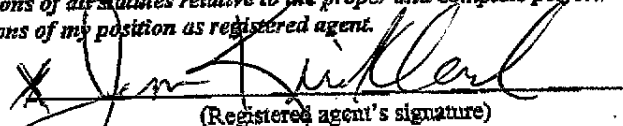
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. THE LOAN FACTORY 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. _____
(FEI number, if applicable)
4. 9-5-97
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Business to Commence May 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. THE LOAN FACTORY INC.
5445 Almeda, Suite 500 Houston, Texas 77004
(Current mailing address)
8. Mortgage Co.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: JIM KIRKLAND
Office Address: 17300 NW 53rd., Ct.
Miami, Florida, 33055
(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.


(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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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: GLORIA HAMPTONAddress: 5445 ALMEDA, SUITE 500
HOU TX 77004

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: GLORIA HAMPTONAddress: 5445 ALMEDA, SUITE 500
HOU TX 77004

Vice President: _____

Address: _____

Secretary: GLENN STALLIONAddress: 5445 ALMEDA, SUITE 500
HOU TX 77004Treasurer: GLORIA HAMPTONAddress: 5445 ALMEDA, SUITE 500
HOU TX 77004**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Gloria Hampton
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. GLORIA HAMPTON, PRESIDENT
(Typed or printed name and capacity of person signing application)



The State of Texas

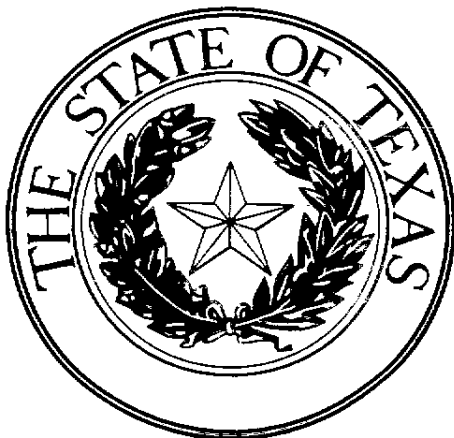
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

THE LOAN FACTORY, INC.
File No. 1459314-0

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.

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*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 February 9, 1998.*

Alberto R. Gonzales
Secretary of State

DEE