

F98000003862

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MP, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

600002565026--2

-06/19/98--01026--001

*****70.00 *****70.00

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.

W98-14277

Please return all correspondence concerning this matter to the following:

ROBERT R. BAUER, PhD

(Name of Person)

MP, INC.

(Firm/Company)

20 CORPORATE PARK, STE 200

(Address)

IRVINE, CA 92606

(City/State/Zip)

98 JUL -8 AM 8:27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

ROBERT R. BAUER, PhD (949) 475-2400

(Name of Person)

(Area Code & Daytime Telephone Number)

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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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 22, 1998

ROBERT R. BAKER
MP, INC.
20 CORPORATE PARK STE 200
IRVINE, CA 92606

SUBJECT: MP, INC.
Ref. Number: W98000014277

We have received your document for MP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 298A00034307

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DIVISION OF CORPORATIONS

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned PRESIDENT, do hereby certify
that this Resolution of the Board of Directors of MP, INC.,
a corporation duly organized and existing under the laws of the State of CALIFORNIA,
was duly adopted on 6/12, 19 98.

Resolved, that MP, INC., organized
and existing in the State of CALIFORNIA, hereby adopts the
name MP, INC OF CALIFORNIA for use in Florida.

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Dated: 6/12/98



Robert R. Bauer, Ph.D.
Signature of at least one director

**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. MP, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. SEPTEMBER 15, 1992 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON APPROVAL
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 20 CORPORATE PARK, STE 200
IRVINE, CA. 92606
(Current mailing address)
8. MORTGAGE HOME LOANS
(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: SHARON BILLINGS

Office Address: 4025 SHUTTLE COURT
MERRITT ISLAND, Florida, 32953
(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.

Sharon Billings
(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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DIV. OF FINANCE & REVENUES
98 JUN 26 PM 1:10

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: ROBERT R. BAUER, PH.D.

Address: 20 CORPORATE PARK, SUITE 200
IRVINE, CA. 92606

Vice Chairman: _____

Address: _____

Director: MAUREEN J. BAUER

Address: 20 CORPORATE PARK, SUITE 200
IRVINE, CA. 92606

Director: _____

Address: _____

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

President: ROBERT R. BAUER, PH.D.

Address: 20 CORPORATE PARK, SUITE 200
IRVINE CA 92606

Vice President: _____

Address: _____

Secretary: MAUREEN J. BAUER

Address: 20 CORPORATE PARK, SUITE 200
IRVINE, CA. 92606

Treasurer: _____

Address: _____

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DIVISION OF CORPORATE AND FINANCIAL SERVICES
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Robert R. Bauer, PH.D.

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

14. ROBERT R. BAUER, PH.D.

(Typed or printed name and capacity of person signing application)

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 15th day of September, 19 92

M P, 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

June 10, 1998



Bill Jones

Secretary of State

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DIVISION OF CORPORATIONS
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