

EQUITY CREDIT CORPORATION

1063 McGaw Avenue
Irvine, California 92614-5532
(714) 260-6083
Fax (714) 955-1678

F98000003909

July 1, 1998

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-07/09/98-01058-001
*****70.00 *****70.00

RE: Application by Foreign Corporation for
Authorization to Transact Business in Florida

To Whom It May Concern:

Enclosed please find the above referenced application submitted herewith on behalf of Equity Credit Corporation, a California corporation, including the following:

- ✓ Filing Fees;
- ✓ Certificate of Good Standing from the California Secretary of State.

If you have any questions regarding this application, please feel free to contact me directly at the number listed above.

Respectfully yours,

S. Christiansen

Susan L. Christiansen
Legal Department

cc: eccffile

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DIVISION OF CORPORATIONS
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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. EQUITY CREDIT CORPORATION
(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
(State or country under the law of which it is incorporated)
3. 33 010 6450
(FEI number, if applicable)
4. 6-21-85
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. will commence upon approval by appropriate authority
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 10 63 McGaw Avenue
Irvine, CA 92614-5532
(Current mailing address)
8. 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)**

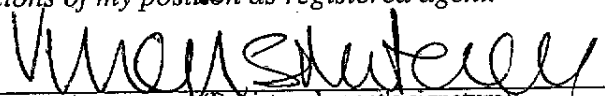
Name: Corporation Service Company

Office Address: 1201 Hays Street

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.


(Registered agent's signature)

VIVIEN MITCHELL, ASSISTANT VICE PRESIDENT

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

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.

Kelly Monahan Director and Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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DIVISION OF INFORMATION
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EQUITY CREDIT CORPORATION

1063 McGaw Avenue
Irvine, California
(949) 794-9860 Telephone
(949) 260-6016 Fax

OFFICERS

President: Evan Buckley
Vice President: Gary Vander-Haeghen
Chief Financial Officer: Kelly Monahan
Secretary: Evan Buckley

DIRECTORS

Evan Buckley
Kelly Monahan

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 21st day of June, 19 85,

EQUITY CREDIT CORPORATION

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

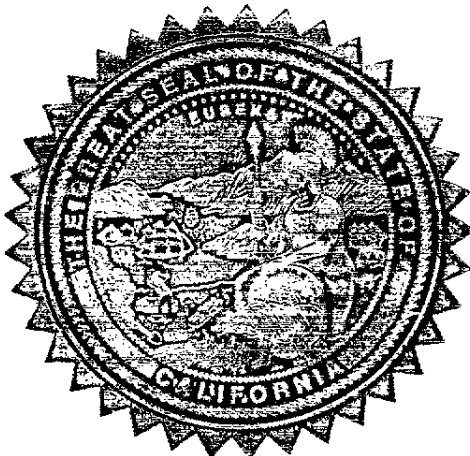
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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 24, 1998



Bill Jones

Secretary of State