

798000003947

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SEA BREEZE FINANCIAL SERVICES, 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:

400002580864--9

-07/06/98--01112--005

*****78.75 *****78.75

MR. LEONARD J. HAMILTON

(Name of Person)

SEA BREEZE FINANCIAL SERVICES, INC.

d.b.a. SEA BREEZE MORTGAGE SERVICES, INC.

(Firm/Company)

1973 SOUTH STATE COLLEGE BLVD.

(Address)

ANAHEIM, CALIFORNIA 92806

(City/State/Zip)

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

098-15396

LEONARD J. HAMILTON

(Name of Person)

at (714) 634-7500

(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 13 AM 9:59

FILED

7/13



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 7, 1998

MR. LEONARD J. HAMILTON
SEA BREEZE FINANCIAL SERVICES, INC.
1973 SOUTH STATE COLLEGE BLVD.
ANAHEIM, CA 92806

SUBJECT: SEA BREEZE FINANCIAL SERVICES, INC.
Ref. Number: W98000015396

We have received your document for SEA BREEZE FINANCIAL SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 598A00036287

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned LEONARD J. HAMILTON, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____
SEA BREEZE FINANCIAL SERVICES, INC. A CALIFORNIA CORPORATION
(Corporate Name)

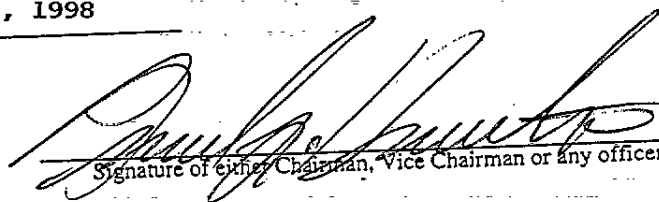
a corporation duly organized and existing under the laws of the State of CALIFORNIA,
was duly adopted on JULY 10,, 19 98.

Be it resolved, that SEA BREEZE FINANCIAL SERVICES, INC. A CALIFORNIA CORPORATION,
(Corporate Name)

organized and existing in the State of CALIFORNIA, hereby adopts the name

SEA BREEZE MORTGAGE SERVICES, INC. for use in Florida.

Dated: JULY 10, 1998


Signature of either Chairman, Vice Chairman or any officer

LEONARD J. HAMILTON

Type or print name

INHS19(4/96)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. SEA BREEZE FINANCIAL SERVICES, 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. 33-0168791
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. APRIL 08, 1986 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. ANTICIPATED JULY 01, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. SEA BREEZE FINANCIAL SERVICES, INC.
1973 SOUTH STATE COLLEGE BLVD. ANAHEIM, CALIFORNIA 92806
(Current mailing address)
8. MORTGAGE BANKING
(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: NATIONSCORP REGISTERED AGENTS, INC.
Office Address: 526 EAST PARK AVENUE
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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: LEONARD J. HAMILTON DIRECTOR

Address: 1973 SOUTH STATE COLLEGE BLVD. ANAHEIM, CALIFORNIA 92806

Director: CURTIS GREEN DIRECTOR

Address: 1973 SOUTH STATE COLLEGE BLVD. ANAHEIM, CALIFORNIA 92806

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

President: LEONARD J. HAMILTON

Address: 1973 SOUTH STATE COLLEGE BLVD. ANAHEIM, CALIFORNIA 92806

Vice President: _____

Address: _____

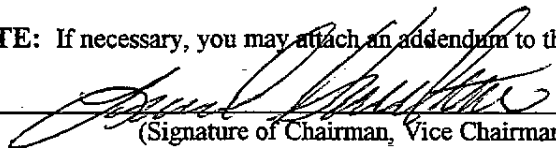
Secretary: LEONARD J. HAMILTON

Address: 1973 SOUTH STATE COLLEGE BLVD. ANAHEIM, CALIFORNIA 92806

Treasurer: CHIEF FINANCIAL OFFICER CURTIS GREEN

Address: 1973 SOUTH STATE COLLEGE BLVD. ANAHEIM, CALIFORNIA 92806

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. LEONARD J. HAMILTON PRESIDENT/SECRETARY/DIRECTOR
(Typed or printed name and capacity of person signing application)

FILED
98 JUL 13 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
98 JUL 13 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That on the 8TH day of APRIL, 19 86,

SEA BREEZE FINANCIAL SERVICES, 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 9, 1998



Bill Jones

Secretary of State