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EVANS & PETREE

ATTORNEYS AT LAW
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81 MONROE AVENUE
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**Also Admitted in Texas
***Also Admitted in Washington, D.C.

Marion G. Evans (1877-1957)
Jack Petree (1921-1973)

Charles P. Cobb (Retired)
Elwood L. Edwards (Retired)

July 30, 1998

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Federal Express

000002604260--6
-07/31/98-01075-002
*****70.00 *****70.00

Re: Crump Mortgage and Funding Corporation

Dear Sir/Madam:

Please find enclosed the Application by Foreign Corporation for Authorization to Transact Business in Florida and Certificate of Existence for the above referenced entity for filing with your office. Enclosed is our check in the amount of \$70.00 to cover the filing fees.

Please return all correspondence concerning this matter to the following:

Stacey G. Stephens, CLA
EVANS & PETREE
81 Monroe Avenue
Memphis, TN 38103

Please call me at the above number should you have any questions.

Sincerely,
EVANS & PETREE

Stacey G. Stephens

Stacey G. Stephens, CLA
Legal Assistant to Richard E. M. Nichol, Jr.

FILED
98 JUL 31 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enc.

:sgs

at 7/31/98

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. CRUMP MORTGAGE AND FUNDING 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. Tennessee
(State or country under the law of which it is incorporated)
3. 62-1722912
(FEI number, if applicable)
4. December 22, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. We have never transacted business in Florida.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. _____

5350 Poplar Avenue, Suite 210
Memphis, TN 38119

(Current mailing address)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the Tennessee Business Corporation

8. Act and permitted under the Florida Business Corporation Act.
(Purpose(s) of corporation authorized in some 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: CT Corporation System

Office Address: 1200 South Pine Island Rd.

Plantation, Florida, 33324
(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.

See attached letter of acceptance.

(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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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: Robert M. Crump III

Address: 5350 Poplar Avenue, Suite 210
Memphis, TN 38119

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Robert M. Crump III

Address: 5350 Poplar Avenue, Suite 210
Memphis, TN 38119

Vice President: _____

Address: _____


Secretary: Jennifer Kesler

Address: 5350 Poplar Avenue, Suite 210
Memphis, TN 38119

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. Robert M. Crump III , President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

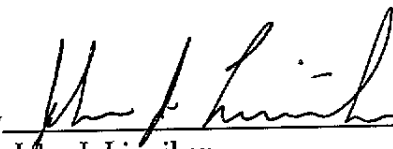
RE: **Crump Mortgage and Funding Corporation**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: July 22, 1998

CT CORPORATION SYSTEM

By


John J. Linnihan
Assistant Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 31 PM 2:55

FILED

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 07/20/1998
REQUEST NUMBER: 98201127
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/22/1997
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0342554
JURISDICTION: TENNESSEE

TO:
THE SEARCH IS ON
PO BOX 120598

NASHVILLE, TN 3 7212

REQUESTED BY:
THE SEARCH IS ON
PO BOX 120598

NASHVILLE, TN 37212

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"CRUMP MORTGAGE AND FUNDING CORPORATION"

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
98 JUL 31 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR : REQUEST FOR CERTIFICATE

ON DATE: 07/20/98

FROM:
T SIO (BOX 120598)
P. O. BOX 120598

NASHVILLE, TN 37212-0000

RECEIVED: FEES \$160.00 \$0.00
TOTAL PAYMENT RECEIVED: \$160.00

RECEIPT NUMBER: 00002339461
ACCOUNT NUMBER: 00000499



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE