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November 3, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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W98-25310

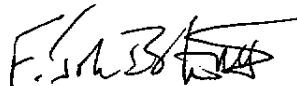
Re: FirstCity Consumer Finance Corporation

Gentlemen:

Enclosed is Application by Foreign Corporation for Authorization to Transact Business in Florida together with Certificate of Existence from the Secretary of State of Texas and Certification of Account Status from the Comptroller of Texas, and our check in the amount of \$70.00.

Please forward your letter of acknowledgment to me at the above address.

Veru truly yours,



F. John Istre, III

FJI/ba
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 9, 1998

HALEY & DAVIS, P.C.
TRIANGLE TOWER, STE 600
510 N. VALLEY MILLS DR.
WACO, TX 76710

SUBJECT: FIRSTCITY CONSUMER FINANCE CORPORATION
Ref. Number: W98000025310

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

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 098A00054375

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SWORN AFFIDAVIT

STATE OF TEXAS *
COUNTY OF MCLENNAN *

BEFORE ME, a Notary Public in and for the State of Texas on this day personally appeared Jim W. Moore (the "Affiant"), President of FirstCity Consumer Finance Corporation (the "Corporation"), who, after having been by me duly sworn, on oath stated as follows:

A. STATEMENTS BY AFFIANT:

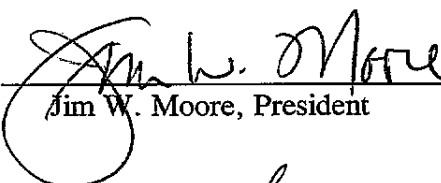
1. My name is Jim W. Moore. I am President of FirstCity Consumer Finance Corporation. I am over 18 years of age. I have personal knowledge of the facts stated by me in this Affidavit and they are true and correct. I have never been convicted of any felony or any crime involving moral turpitude and am fully competent and authorized to make this Affidavit.

2. The statement made under item 6 on the attached first page of the Application by Foreign Corporation for Authorization to Transact Business in Florida submitted by the Corporation on November 3, 1998 contained erroneous information.

3. The dated listed of November 19, 1997 under item 6 on the Application refers to the date of commencement of activities by the Corporation not constituting transacting business pursuant to Sections 607.1501 and/or 617.1501 of the Florida Statutes.

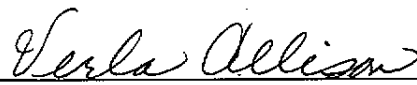
4. To date, the Corporation has not participated in activities that do constitute transacting business pursuant to Sections 607.1501 and/or 617.1501 of the Florida Statutes.

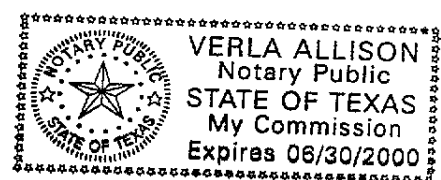
FIRSTCITY CONSUMER FINANCE CORPORATION

By: 
Jim W. Moore, President

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1999

SUBSCRIBED AND SWORN TO BEFORE ME this 13th day of January, 1999 to certify which witness my hand and seal of office.


Notary Public, State of Texas



APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. FirstCity Consumer Finance 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. Texas
(State or country under the law of which it is incorporated)
3. 75-2732076
(FEI number, if applicable)
4. October 14, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November 19, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. P. O. Box 8216
Waco, Texas 76714-8216
(Current mailing address)
8. Any or all lawful business for which corporations may be incorporated
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) under the Texas Business Corporation Act.

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)

MICHAEL E. JONES

ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Rick R. Hagelstein

Address: P. O. Box 8216 N/A
Waco, Texas 76714-8216

Vice Chairman:

Address:

Director: Jim W. Moore

Address: P. O. Box 8216 N/A
Waco, Texas 76714-8216

Director:

Address:

B. OFFICERS

President: Jim W. Moore

Address: P. O. Box 8216
Waco, Texas 76714-8216

Vice President: Charles Henson

Address: P. O. Box 8216 N/A
Waco, Texas 76714-8216

Secretary: Margie Ray

Address: P. O. Box 8216 N/A
Waco, Texas 76714-8216

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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. _____

Charles Henson, Vice President

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

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

FIRSTCITY CONSUMER FINANCE CORPORATION
File No. 1464106

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 October 22, 1998.*

Alberto R. Gonzales
Secretary of State

BAM