



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 121473 4392103

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : February 2, 1999

ORDER TIME : 12:53 PM

ORDER NO. : 121473-030

400002765374--6

CUSTOMER NO: 4392103

CUSTOMER: Ms. Shelley-anne Martin
Indymac Mortgage Holdings,
155 North Lake Avenue
10th Fl Legal Dept
Pasadena, CA 91101

FOREIGN FILINGS

NAME: INDYMAC MORTGAGE OBLIGATIONS
II, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -4 AM 8:17

mtm

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DIVISION OF CORPORATION

99 FEB -4 PM 3:55

RECEIVED

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. IndyMac Mortgage Obligations II, 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. Delaware
(State or country under the law of which it is incorporated)
3. 95-4111803
(FEIN number, if applicable)
4. 03/26/87
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. as soon as qualified
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 155 North Lake Ave, Pasadena, CA 91101
(Current mailing address)
8. mortgage banking
(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)

I 0. 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.

Corporation Service Company
By: Deborah W. Skipper as agent
(Registered agent's signature)

- I 1. 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. see below.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Alison Moses - Assistant Secretary
(Typed or printed name and capacity of person signing application)

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DIVISIONS
59 FEB -1, AM 8:17

IndyMac Mortgage Obligations II, Inc.

DIRECTORS & PRINCIPAL OFFICERS

Name	Title	Business Address
Angelo R. Mozilo	Managing Director	155 North Lake Ave. Pasadena, CA 91101
Michael W. Perry	Director and President	155 North Lake Ave. Pasadena, CA 91101
Richard H. Wohl	Director, Executive Vice President, General Counsel and Secretary	155 North Lake Ave. Pasadena, CA 91101
S. Blair Abernathy	Director and Senior Vice President	155 North Lake Ave. Pasadena, CA 91101
Carmella Grahn	Senior Vice President and Chief Financial Officer	155 North Lake Ave. Pasadena, CA 91101
Alison M. Moses	Assistant Secretary	155 North Lake Ave. Pasadena, CA 91101

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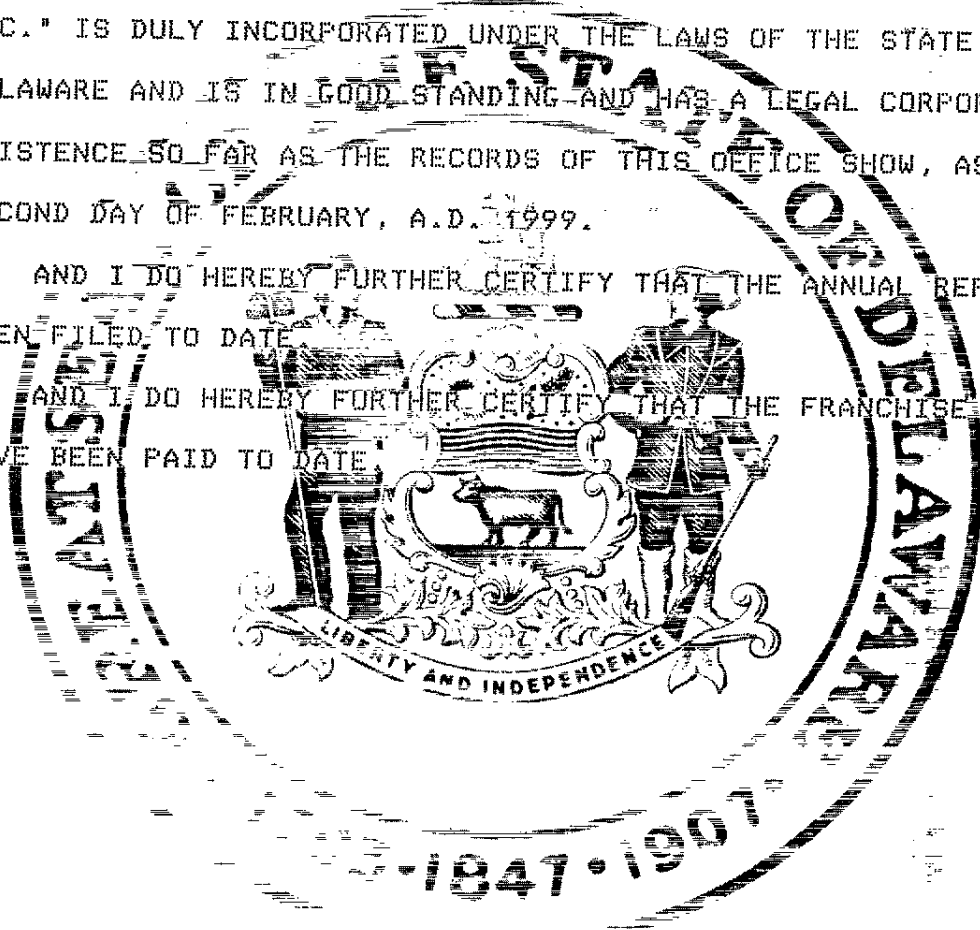
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INDYMAC MORTGAGE OBLIGATIONS II, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 FEB -4 AM 8:17



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2121670 8300

DATE: 9555164

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- 02-02-99