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CORPORATE
ACCESS,
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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DIVISION OF CORPORATIONS

1.) Title Temps, Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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*****70.00 *****70.00

w98-24749

mtm
2/25

RECEIVED
98 NOV -2 AM 9:55
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TITLE TEMPS, 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:

Louis A. Reisman, Esq.
(Name of Person)

Weinstock, Manion, Reisman, Shore & Neumann
(Firm/Company)

1875 Century Park East, 15th Floor
(Address)

Los Angeles, CA 90067
(City/State/Zip)

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

Barbara R. Seidman at (310) 553-8844
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 2, 1998

CORPORATE ACCESS, INC.

SUBJECT: TITLE TEMPS, INC.
Ref. Number: W98000024749

We have received your document for TITLE TEMPS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 598A00053365

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FEB-25-99 THU 10:10 AM PARASEC INC

FAX NO. 1 800 603 5868

P. 02/03

FEB 24 '99 01:04PM WEINSTOCK MANION LVS INNOVATION

25:91 (TUE) 65.82 '99

P.2/3

FEB 23 '99 04:10PM WEINSTOCK MANION

P.2/3

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned MATTHEW JOHNSTON do hereby certify
(Name)

that this Resolution of the Board of Directors of TITLE TEMPS, INC
(Corporate Name)

a corporation duly organized and existing under the laws of the State of California

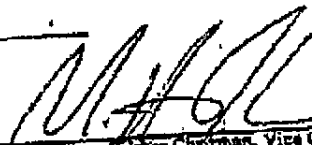
was duly adopted on February 1, 1999

Be it resolved, that TITLE TEMPS, INC.
(Corporate Name)

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

MORTGAGE, ESCROW AND TITLE TEMPS CO. for use in Florida.

Dated: 2/23/99



(Signature of either Chairman, Vice Chairman or any officer)
Matthew Johnston

Matthew Johnston
Type or print name

INRS19(4/96)

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P.2 NO.524

TITLE TEMPS, INC 818-771 0411

4:42PM

FEB. 23, 1999

**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. TITLE TEMPS, 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. 95-4563233
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 25, 1996 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. September 28, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 8926 Sunland Boulevard
Sun Valley, CA 91352
(Current mailing address)

8. Any lawful purpose for which a corporation may do business in the state of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated in the state of California.
(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 Agent, 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.

Denise Zoller

(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Matthew Johnston

Address: 8926 Sunland Boulevard

Sun Valley, CA 91352

Director: Diane Prince

Address: 8926 Sunland Boulevard

Sun Valley, CA 91352

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

President: Matthew Johnston

Address: 8926 Sunland Boulevard

Sun Valley, CA 91352

Chief Executive Officer
~~Vice President~~ Diane Prince

Address: 8926 Sunland Boulevard

Sun Valley, CA 91352

Secretary: Matthew Johnston

Address: 8926 Sunland Boulevard

Sun Valley, CA 91352

Treasurer: Matthew Johnston

Address: 8926 Sunland Boulevard

Sun Valley, CA 91352

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. M. Johnston

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Matthew Johnston, President

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

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 25th day of January, 19 96,

TITLE TEMPS, 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

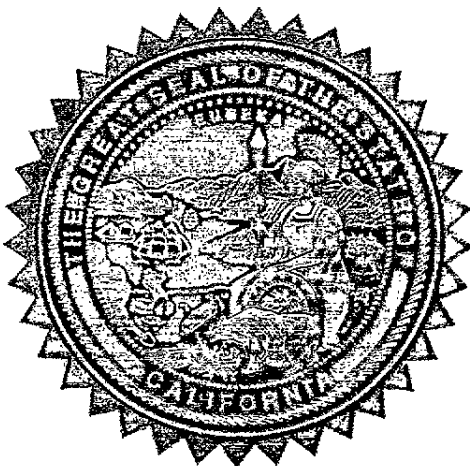
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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

September 15, 1998



Bill Jones

Secretary of State

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