



THE UNITED STATES
CORPORATION
COMPANY

F99000002506

ACCOUNT NO. : 072100000032

REFERENCE : 237924 7126103

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyzdek

ORDER DATE : May 12, 1999

ORDER TIME : 2:45 PM

ORDER NO. : 237924-020

CUSTOMER NO: 7126103

CUSTOMER: Ms. Stephanie Dicaprio
Berenson & Murphy
10476 Armstrong Street

Fairfax, VA 22030

900002876259--0

FOREIGN FILINGS

NAME: STERLING FIDELITY CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 14 AM 9:44

RECEIVED
DIVISION OF CORPORATION
99 MAY 14 PM 4:02

hjm
5/14/99

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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:

FILED
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CORPORATIONS
MAY 14 4 14 PM '97

1. Sterling Fidelity Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words of 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. Nevada
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. Sept. 19, 1997
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 20341 Irvine Avenue Suite D-3
Santa Ana Heights CA 92707
(Current mailing address)
8. Sales of Home Improvements
(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)

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.

By: Karen B. Rozar (Registered agent's signature)
Corporation Service Company
Karen B. Rozar, Asst. Sec.
Corporation Service Company

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)

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

Chairman: Jay Kaplan

Address: 20341 Irvine Ave, Suite D-3
Santa Ana Heights, CA 92707

Vice Chairman:

Address:

Director: David Stoll

Address: 20341 Irvine Ave, Suite D-3
Santa Ana Heights, CA 92707

Director: Michael Wood

Address: 20341 Irvine Ave, Suite D-3
Santa Ana Heights, CA 92707

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

President: Jay A. Kaplan

Address: 20341 Irvine Ave, Suite D-3
Santa Ana Heights CA 92707

Vice President: David Stoll

Address: 20341 Irvine Ave, Suite D-3
Santa Ana Heights, CA 92707

Secretary: Michael Wood

Address: 20341 Irvine Ave, Suite D-3
Santa Ana Heights CA 92707

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.)

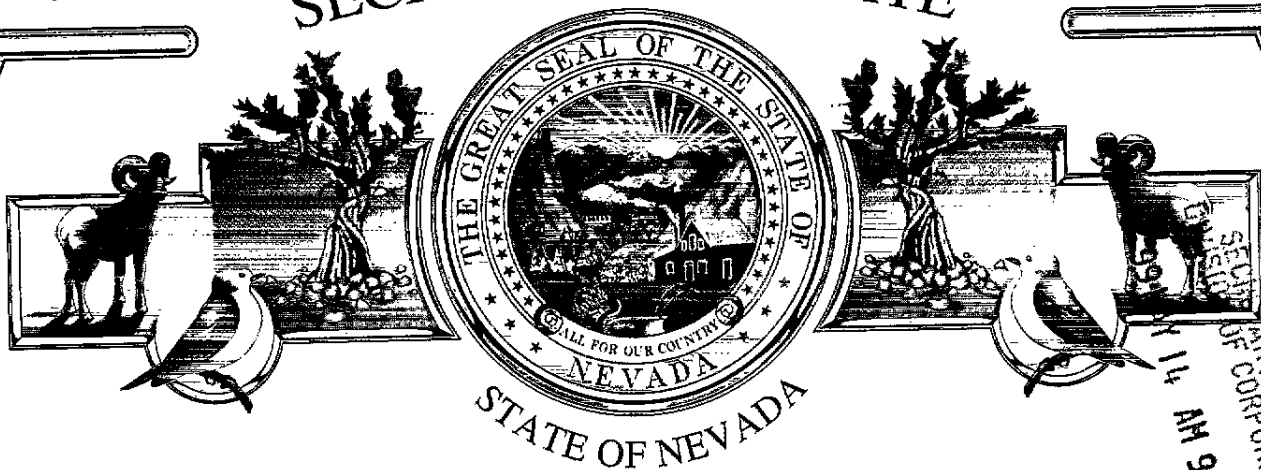
14.

Michael Wood Vice President

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 14 AM 9:44

SECRETARY OF STATE



FILED STATE
SECRETARY OF CORPORATIONS
MAY 14 AM 9:44

CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **STERLING FIDELITY CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 19, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on May 12, 1999.



Dean Heller
Secretary of State

By *Dean E. Smith*
Certification Clerk