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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4003

From: Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

SECURED FUNDING CORPORATION

Table with 2 columns: Field Name and Value. Fields include Certificate of Status (0), Certified Copy (0), Page Count (03), and Estimated Charge (\$70.00).

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 29, 1999

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: SECURED FUNDING CORPORATION
REF: W99000025021

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SECRETARY OF STATE

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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) 487-6043.

Shawn Logan
Document Specialist

FAX Aud. #: H99000027517
Letter Number: 199A00052121

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Lorne Lahodny, do hereby certify
(Name)
that this Resolution of the Board of Directors of _____

Secured Funding Corporation
(Corporate Name)

a corporation duly organized and existing under the laws of the State of California
was duly adopted on November 1, 1999

Be it resolved, that Secured Funding Corporation
(Corporate Name)

organized and existing in the State of California, hereby adopts the name
California Secured Funding Corporation for use in Florida.

Dated: November 2, 1999


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

Lorne Lahodny, Sole Director and Officer
Type or print name

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TALLAHASSEE, FLORIDA

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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. Secured 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. California

(State or country under the law of which it is incorporated)

3. 33-0588962

(FEI number, if applicable)

4. November 8, 1993

(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. 18012 Cowan Street, Suite 100

Irvine, CA 92614

(Current mailing address)

8. Mortgage Lending

(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: NRAI Services, 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.

NRAI Services, Inc.



(Registered agent's signature)

CHARLES BACLET, Vice President

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: Lorne Lahodny - Sole Director

Address: 18012 Cowan Street, Suite 100
Irvine, CA 92614

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Lorne Lahodny

Address: 18012 Cowan Street, Suite 100
Irvine, CA 92614

Vice President: same as above

Address: _____

Secretary: same as above

Address: _____

Treasurer: same as above

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. Lorne Lahodny, President, VP, Secty, Treas. _____
(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 8th day of November, 19 99,

SECURED FUNDING CORPORATION

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

October 27, 1999



Bill Jones

Secretary of State

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