



THE UNITED STATES
CORPORATION
COMPANY

F99000005887

ACCOUNT NO. : 072100000032

REFERENCE : 479916 4344517

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizant

ORDER DATE : November 12, 1999

ORDER TIME : 10:43 AM

ORDER NO. : 479916-005

CUSTOMER NO: 4344517

900003044059--9

CUSTOMER: Ms. Laura Saxon
Centex Corporation
2728 North Harwood
Mailroom/no. 209
Dallas, TX 75201

FOREIGN FILINGS

NAME: CENTEX FINANCE COMPANY

6

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 NOV 15 PM 1:38

RECEIVED
99 NOV 15 PM 12:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

3K
11/15/99

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. Centex Finance Company

(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. Nevada

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

3.

(FEI number, if applicable)

4. June 18, 1997

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P. O. Box 199000

Dallas, Texas 75219-9000

(Current mailing address)

To engage in any lawful act or activity for which corporation's may be organized under the General Corporation Law

8.

(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: 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.

Corporation Service Company

By:

BRIAN COURTNEY, ASST. VP.

(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)

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: _____

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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. Kathleen B. McCamey - Assistant Secretary

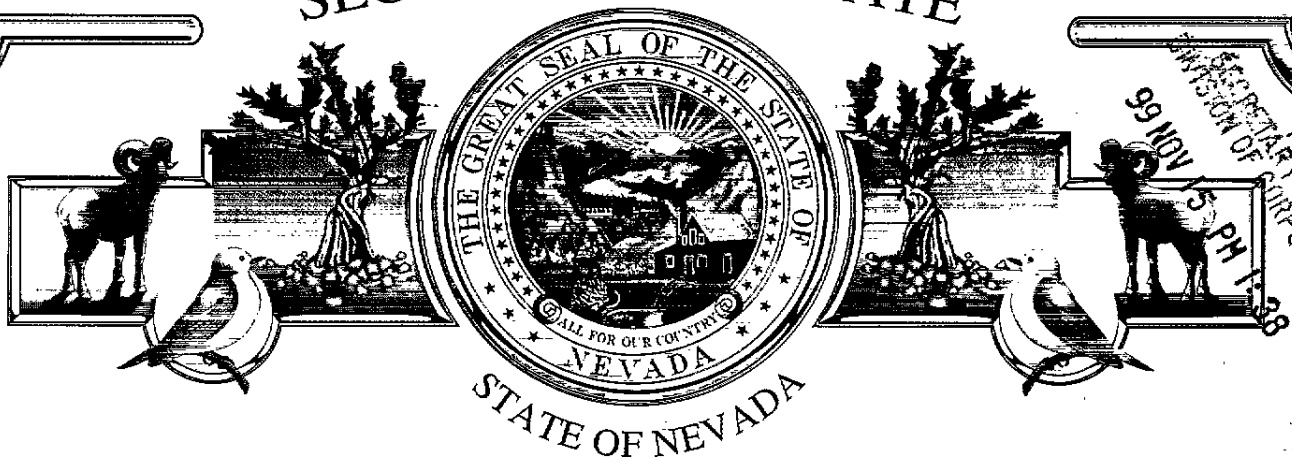
(Typed or printed name and capacity of person signing application)

CENTEX FINANCE COMPANY - Officers/Director

<u>Name</u>	<u>Title</u>	<u>Address</u>
Anthony H. Barone	Director	2728 N. Harwood Dallas, Texas 75201
	President and Chief Executive Officer	
Thomas M. Cox	Executive Vice President	2728 N. Harwood Dallas, Texas 75201
Anne E. Duffield	Senior Vice President, General Counsel and Assistant Secretary	2728 N. Harwood Dallas, Texas 75201
Lawrence Angelilli	Vice President	2728 N. Harwood Dallas, Texas 75201
Ken W. Blackburn	Vice President and Controller	2728 N. Harwood Dallas, Texas 75201
Bill Cukr	Vice President and Assistant Treasurer	2728 N. Harwood Dallas, Texas 75201
Thomas E. Herrman, III	Vice President	2728 N. Harwood Dallas, Texas 75201
James R. Hillsman	Vice President	2728 N. Harwood Dallas, Texas 75201
David White	Vice President - Secondary Marketing	2728 N. Harwood Dallas, Texas 75201
Mick McGlothlen	Vice President	2728 N. Harwood Dallas, Texas 75201
Vicki A. Roberts	Vice President and Treasurer	2728 N. Harwood Dallas, Texas 75201
Thomas E. Tuohy	Vice President - Business Operations Systems	2728 N. Harwood Dallas, Texas 75201
Jeff Upperman	Vice President	2728 N. Harwood Dallas, Texas 75201
Janet Erickson	Assistant Vice President	2728 N. Harwood Dallas, Texas 75201
Richard C. Harvey	Assistant Vice President	2728 N. Harwood Dallas, Texas 75201
Raymond G. Smerge	Secretary	2728 N. Harwood Dallas, Texas 75201
Kathleen B. McCamey	Assistant Secretary	2728 N. Harwood Dallas, Texas 75201

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE (INCLUDING AMENDMENTS)

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 following is a list of all organizational documents on file in this office for

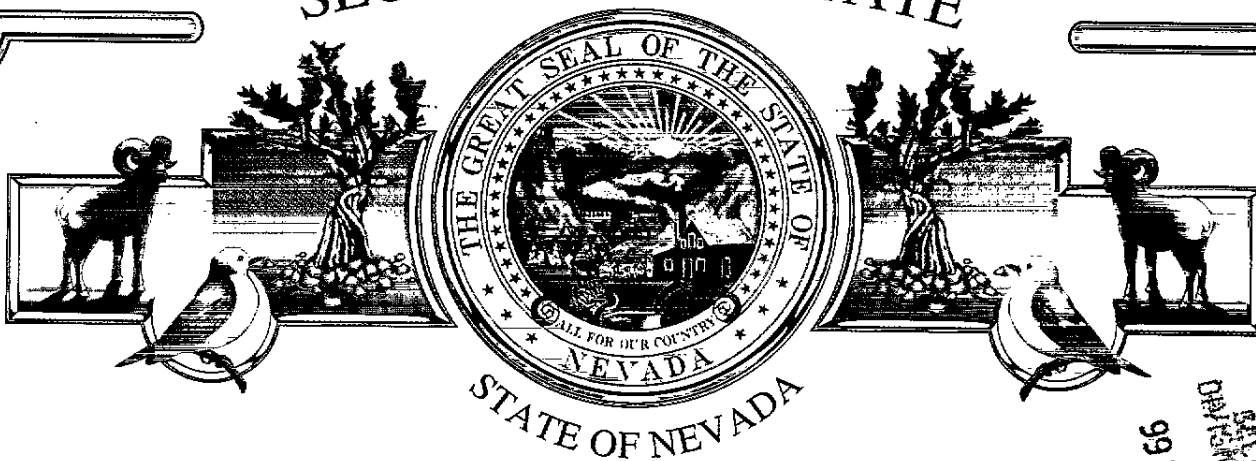
CENTEX FINANCE COMPANY

Articles of Incorporation for CENTEX FINANCE COMPANY filed June 18, 1997.

Certificate of Amendment to the Articles of Incorporation changing name to CENTEX MANUFACTURED HOUSING FINANCE CO. filed September 10, 1997.

Certificate of Amendment to the Articles of Incorporation changing name to CENTEX FINANCE COMPANY filed September 24, 1997.

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I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CENTEX FINANCE COMPANY**, 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 June 18, 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 November 5, 1999.



Dean Heller

Secretary of State

By

[Signature]
Certification Clerk