

STRATEGIC MANAGEMENT ALLIANCE

F96000005403

October 10, 1996

VIA: U.S. "Certified Mail"

Qualification / Tax Lien Section
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

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-10/15/96--01237--001
*****70.00 *****70.00

W96-22162

RE: CAPITAL DIRECT FUNDING GROUP, INC.

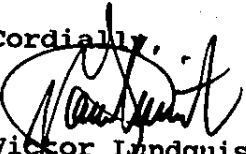
Dear Madam / Sir:

Please find enclosed the "Application By Foreign Corporation For Authorization Transact Business In Florida" completely executed. Included with the application are the following documents:

1. \$70.00 check as requested in the application;
2. Certificate of Status from the state of California;
3. Transmittal Letter as requested;
4. Letter from Capital Direct Funding Group, Inc. authorizing STRATEGIC MANAGEMENT ALLIANCE, INC. to handle this process.

Thank you for your help in processing this application properly.

Cordially,


Victor Lundquist

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 17 PM 12:24

FILED

2/10/17

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. CAPITAL DIRECT FUNDING GROUP, 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
(State or country under the law of which it is incorporated)
3. 33-0619106
(FEI number, if applicable)
4. May 13, 1994
(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 617.158, (
7. 23141 Verdugo, Suite 200, Laguna Hills, California 92653
(Current mailing address)
8. The origination (as a broker) of mortgages via direct marketing
(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:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)
10. Registered agent 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 obligation of my position as registered agent.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T Corporation System

D.F. Hickey
(Registered agent's signature) (Officer)

D.F. Hickey, Assistant Secretary
(Type Name and Title of Officer)

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: WILLIAM G. JOINER

Address: 23141 VERDUGO, SUITE 200
LAGUNA HILLS, CALIFORNIA 92653

Vice Chairman: (MR JOINER IS THE CHIEF EXECUTIVE OFFICER,

Address: SECRETARY, CHIEF FINANCIAL OFFICER, AND
SOLE MEMBER OF THE BOARD OF DIRECTORS

Director: OF THE CORPORATION)

Address: _____

Director: _____

Address: _____

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

President: WILLIAM G. JOINER

Address: 23141 VERDUGO, SUITE 200
LAGUNA HILLS, CA 92653

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

14. WILLIAM G. JOINER, PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
98 OCT 17 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That on the 13th day of May, 1994,

CAPITAL DIRECT FUNDING GROUP, 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

October 3, 1996.



Bill Jones

Secretary of State