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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone

700002000517-12
-11/08/96--01071--003
*****70.00 *****70.00

CORPORATION(S) NAME

Cameron Ashley Financial Services, Inc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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. Cameron Ashley Financial Services, 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. Texas
(State or country under the law of which it is incorporated)

3. 75-2670248
(FEI number, if applicable)

4. September 9, 1996
(Date of incorporation)

5. Perpetual
(Duration of corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, Florida Statutes))

7. 11651 Plano Road, Dallas, Texas 75243
(Current mailing address)

8. Consumer lending
(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.

C T Corporation System

Randy A. Shelley

(Registered agent's signature) (Officer)

RANDY A. SHELLEY
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers _____

Address: _____

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

14. John S. Davis, Secretary
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Cameron Ashley Financial Services, Inc.**

1. Ronald R. Ross
11651 Plano Road
Dallas, Texas 75243
2. F. Dixon McElwee
11651 Plano Road
Dallas, Texas 75243
3. Walter J. Muratori
11651 Plano Road
Dallas, Texas 75243

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Cameron Ashley Financial Services, Inc.**

1. Ronald R. Ross, Chairman
11651 Plano Road
Dallas, Texas 75243
2. F. Dixon McElwee, President
11651 Plano Road
Dallas, Texas 75243
3. Thomas M. Wood, Vice President
11651 Plano Road
Dallas, Texas 75243
4. John S. Davis, Secretary
11651 Plano Road
Dallas, Texas 75243
5. Ross A. Goolsby, Treasurer
11651 Plano Road
Dallas, Texas 75243



The State of Texas
SECRETARY OF STATE

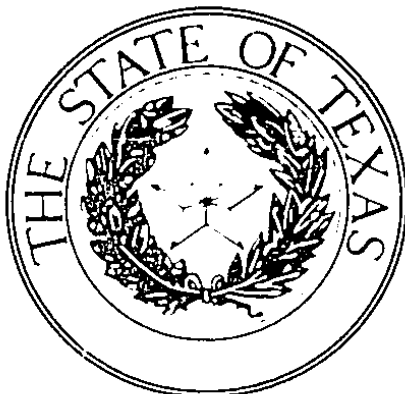
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

CAMERON ASHLEY FINANCIAL SERVICES, INC.
CHARTER NO. 1414097-00

were filed in this office and a certificate of incorporation was issued on
SEPTEMBER 09, 1996;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on October 17, 1996.*

MAC

Antonio O. Garza, Jr. **MAC**
Secretary of State