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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

300002901963--2
-06/11/99--01052--025
*****70.00 *****70.00

CORPORATION(S) NAME

Investments Property Exchange Services, Inc

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
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TALLAHASSEE, FLORIDA

AL JUN 11 1999

**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. Investment Property Exchange 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. California
(State or country under the law of which it is incorporated)

3. Applied For
(FEI number, if applicable)

4. May 10, 1999
(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 817.156, F.S.))

7. 3916 State Street, Suite #300, Santa Barbara, California 93105

(Current mailing address)

8. To engage in any lawful act
(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)

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99 JUN 11 PM 3:42

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

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

D. F. Hickey, Asst. Secretary

(Type Name and Title of Officer)

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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99 JUN 11 PM 3:42

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Mavis Jones Kane*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. M'Liss Jones Kane, Secretary
(Typed or printed name and capacity of person signing application)

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INVESTMENT PROPERTY EXCHANGE SERVICES, INC.
(a California corporation)

BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
William P. Foley, II	3916 State Street, Suite 300 Santa Barbara, California 93105
Frank P. Willey	3916 State Street, Suite 300 Santa Barbara, California 93105
Alan L. Stinson	3916 State Street, Suite 300 Santa Barbara, California 93105

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
William P. Foley, II	Chairman of the Board	3916 State Street, Suite 300 Santa Barbara, California 93105
Radah Butler	President	3916 State Street, Suite 300 Santa Barbara, California 93105
Frank P. Willey	Vice President	3916 State Street, Suite 300 Santa Barbara, California 93105
Patrick F. Stone	Chief Executive Officer	3916 State Street, Suite 300 Santa Barbara, California 93105
M'Liss Jones Kane	Vice President Secretary	3916 State Street, Suite 300 Santa Barbara, California 93105
Alan L. Stinson	Chief Financial Officer Vice President	3916 State Street, Suite 300 Santa Barbara, California 93105

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State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 10TH day of MAY, 19 99,

INVESTMENT PROPERTY EXCHANGE SERVICES, 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

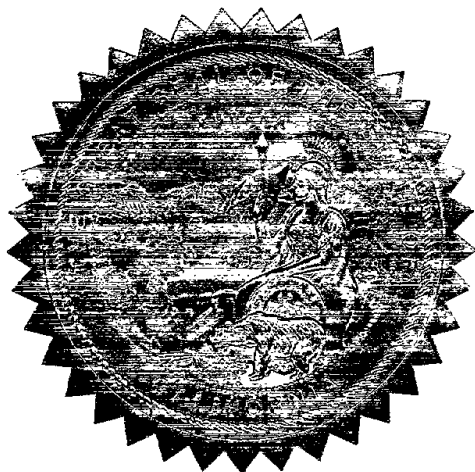
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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

7TH OF JUNE, 1999



Bill Jones

Secretary of State