

State of Idaho

Office of the Secretary of State

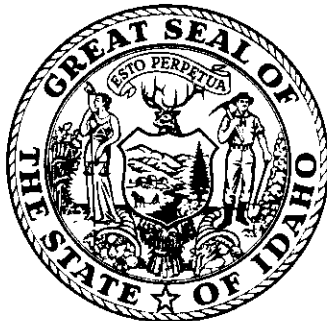
**CERTIFICATE OF AUTHORITY
OF
LENDERS DIRECT CAPITAL CORPORATION**

File Number C 155732

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 26 July 2004



Ben Yursa

SECRETARY OF STATE

By *Angelo Holloway*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:
Lenders Direct Capital Corporation
2. The name which it shall use in Idaho is: _____
3. It is incorporated under the laws of: California
4. Its date of incorporation is: 5/22/03
5. The address of its principal office is:
26140 Enterprise Way 2nd Floor, Lake Forest, CA 92630
6. The address to which correspondence should be addressed, if different from item 5, is:
same
7. The street address of its registered office in Idaho is: 5527 Kendall Street, Boise ID 83706
and its registered agent in Idaho at that address is: Paracorp Incorporated
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Michael McQuiggan</u>	<u>President</u>	<u>26140 Enterprise Way 2nd Flr Lake Forest CA 92630</u>
<u>Melinda Waggoner</u>	<u>Secretary</u>	<u>26140 Enterprise Way 2nd Flr Lake Forest CA 92630</u>
<u>Daniel Hsu</u>	<u>Treasurer</u>	<u>26140 Enterprise Way 2nd Flr Lake Forest CA 92630</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 7/21/04

Signature: _____

Typed Name: Michael McQuiggan

Capacity: President

Customer Acct # : _____

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **22nd day of MAY 2003**, **LENDERS DIRECT CAPITAL 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 June 24, 2004.



Kevin Shelley
KEVIN SHELLEY
Secretary of State