State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

AMERIND FINANCIAL GROUP, INC.

File Number C 174464

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: August 9, 2007

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

Ben Ysursa

SECRETARY OF STATE

By

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED EFFECTIVE

07 AUG -9 PM 12: 18

SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:
   Amerind Financial Group, Inc.
2. The name which it shall use in Idaho is: Amerind Financial Group, Inc.
3. It is incorporated under the laws of: CA
4. Its date of incorporation is: 9/27/2006
5. The address of its principal office is:
   600 Anton Boulevard, 11th Floor Costa Mesa, CA 92626
6. The address to which correspondence should be addressed, if different from item 5, is:
   6500 Greenville, Ave. Ste 525, Dallas, TX 75206
7. The street address of its registered office in Idaho is:, 5481 Kendall Street Boise, ID 83706
   and its registered agent in Idaho at that address is: InCorp Services, Inc.
8. The names and respective business addresses of its directors and officers are:

Name	Office Held	Business Address
Robert Guy Jacobs	President	600 Anton Boulevard, 11th Floor Costa Mesa, CA 92626
Robert Guy Jacobs	Secretary	600 Anton Boulevard, 11th floor Costa Mesa, CA 92626
Robert Guy Jacobs	Treasurer	600 Anton Boulevard, 11th floor Costa Mesa, CA 92626

Dated: 8/6/07

Signature: [signature]

Typed Name: Michael Crouse - p.p. Robert Jacobs

Capacity: President

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

01744G4

IDAHO SECRETARY OF STATE
08/09/2007 05:00
CK: 1190 CT: 216314 BH: 1069923
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

g:\corp\forms\corp forms\applforcertofauthority_profit.pmd Revised 06/2005

Web Form

POWER OF ATTORNEY

NOTICE TO PERSON ACCEPTING THE APPOINTMENT AS ATTORNEY-IN-FACT

By acting or agreeing to act as the agent (attorney-in-fact) under this power of attorney you assume the fiduciary and other legal responsibilities of an agent. These responsibilities include:

1. **The legal duty to act solely in the interest of the principal and to avoid conflicts of interest.**
2. **The legal duty to keep the principal's property separate and distinct from any other property owned or controlled by you, unless the power of attorney specifically gives you the authority to commingle the principal's property with your own.**

You may not transfer the principal's property to yourself without full and adequate consideration or accept a gift of the principal's property unless this power of attorney specifically authorizes you to transfer property to yourself or accept a gift of the principal's property. If you transfer the principal's property to yourself without specific authorization in the power of attorney, you may be prosecuted for fraud and/or embezzlement. If the principal is 65 years of age or older at the time that the property is transferred to you without authority, you may also be prosecuted for elder abuse under Penal Code Section 368. In addition to criminal prosecution, you may also be sued in civil court.

I have read the foregoing notice and I understand the legal and fiduciary duties that I assume by acting or agreeing to act as the agent (attorney-in-fact) under the terms of this power of attorney.

(Signature of agent)

(Signature of agent)

Mike Crouse
(Print name of agent)

6/6/07
(Date)

Eric Smith
(Print name of agent)

6/6/07
(Date)

THIS Power of Attorney is given by me, Robert Jacobs, presently of 9 Morningstar , Trabuco Canyon, in the State of California, on the 5th day of June, 2007.

1. **Previous Power of Attorney**
I REVOKE any previous power of attorney granted by me.

2. **Attorney-in-fact**
I APPOINT Mike Crouse, of 6500 Greenville Ave, Suite 525, Dallas, Texas. and Eric Smith, of 6500 Greenville Ave, Suite 525, Dallas, , Texas, to act jointly and independently as my Attorneys-in-fact. Upon the death, refusal or inability of Mike Crouse or Eric Smith to act or continue to act as my Attorney-in-fact, the remaining Attorney-in-fact will continue acting as my Attorney-in-fact in sole capacity.

3. **'Attorney-in-fact'**
I will refer to my Attorneys-in-fact as 'my Attorney-in-fact'.

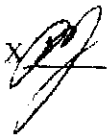
4. **Governing Laws**
This instrument will be governed by the laws of the State of California. Further, my Attorney-in-fact is directed to act in accordance with the laws of the State of California at any time he or she may be acting on my behalf.

5. **Delegation of Authority**
My Attorney-in-fact may not delegate any authority granted under this document.

6. **Liability of Attorney-in-fact**
My Attorney-in-fact will not be liable to me, my estate, my heirs, successors or assigns for any action taken or not taken under this document, except for willful misconduct or gross negligence.

7. **Powers of Attorney-in-fact**
My Attorney-in-fact will have the following power(s):

Initials

a. X 

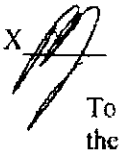
Specified Power 1

To act for me in applying and signing for all mortgage licensees .

b. X 

Specified Power 2

To act for me in applying and signing all certificate of authorities and registered agent forms for all states .

c. X  **Specified Power 3**

To act for me in applying and signing for all related documents for the process of applying for mortgage licensing (bonds, E&O, Workers Comp., and Fidelity Bonds).

8. **Attorney-in-fact Compensation**
My Attorney-in-fact will receive no compensation except for the reimbursement of all out of pocket expenses associated with the carrying out of my wishes.

9. **Co-owning of Assets and Mixing of Funds**
My Attorney-in-fact may not mix any funds owned by him or her in with my funds and all assets should remain separately owned if at all possible.

10. **Personal Gain from Managing My Affairs**
My Attorney-in-fact is not allowed to personally gain from any transaction he or she may complete on my behalf.

11. **Effective Date**
This power of attorney will start immediately upon signing. Under no circumstances will the powers granted in this power of attorney continue after my mental incapacity or death.

12. **Termination of Power of Attorney**
This power of Attorney will end at 11:59 pm eastern standard time, September 1st 2007.

13. **Attorney-in-fact Restrictions**
This Power of Attorney is not subject to any conditions or restrictions other than those noted above.

14. **Notice to Third Parties**
Any third party who receives a valid copy of this Power of Attorney can rely on and act under it. A third party who relies on the reasonable representations of an Attorney-in-fact as to a matter relating to a power granted by this Power of Attorney will not incur any liability to the principal or to the principal's heirs, assigns, or estate as a result of permitting the Attorney-in-fact to exercise the authority granted by the Power of Attorney up to the point of revocation of the Power of Attorney. Revocation of the Power of Attorney will not be effective as to a third party until the third party receives notice and has actual knowledge of the revocation.

15. **Severability**
If any part of any provision of this instrument is ruled invalid or unenforceable under applicable law, such part will be ineffective to the extent of such invalidity only, without in any way affecting the remaining parts of such provisions or the remaining provisions of this instrument.

16. **Acknowledgment**

I, **Robert Jacobs**, being the Principal named in this Power of Attorney hereby acknowledge:

a. I have read and understand the nature and effect of this Power of Attorney.
b. I am of legal age in the State of California to grant a Power of Attorney.
c. I am voluntarily giving this Power of Attorney.

IN WITNESS WHEREOF I hereunto set my hand and seal at the City of Trabuco Canyon, in the State of California, this 5th day of June, 2007

Robert Jacobs

NOTARY ACKNOWLEDGEMENT

State of California)
) ss.
County of Orange)

On this 5th day of June, 2007, before me, Mano Ansari, notary public personally appeared: Robert Jacobs, ~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public

Mano Ansari
(print name)

MANO ANSARI
Commission # 1724067
Notary Public - California
Orange County
My Comm. Expires Mar 4, 2011

State of California
Secretary of State

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the **27th day of September, 2006, AMERIND FINANCIAL GROUP, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; 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 July 27, 2007.

Debra Bowen

DEBRA BOWEN
Secretary of State