

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

IMPERIAL CREDIT INDUSTRIES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of IMPERIAL CREDIT INDUSTRIES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to IMPERIAL CREDIT INDUSTRIES, INC. to transact business in this State under the name IMPERIAL CREDIT INDUSTRIES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 28, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SEC. OF STATE

To the Secretary of State of Idaho

93 MAY 28 AM 8 34

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is IMPERIAL CREDIT INDUSTRIES, INC.
2. The name which it shall use in Idaho is _____
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of California
4. The date of its incorporation is June 16, 1986 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 20371 IRVINE BOULEVARD, SANTA ANA HEIGHTS, California 92701
6. The address to which correspondence should be addressed, if different from that in item 5. Same
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

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CK #: 11942 CUST# 1
CORPORATIO 10 70.00- 70.00

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: MAY 18th, 1993

IMPERIAL CREDIT INDUSTRIES, INC.

(Corporation Name)

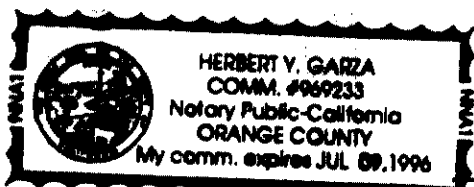
By Joseph R. Tomkinson
JOSEPH R. TOMKINSON Its President/Vice President (please specify)

and Richard J. Johnson
RICHARD J. JOHNSON Its Secretary/Assistant Secretary (please specify)

STATE OF California)
COUNTY OF ORANGE) ss:

I, HERBERT Y. GARZA, a notary public, do hereby certify that on this 18th day of MAY, 19 93, personally appeared before me JOSEPH R. TOMKINSON, who being by me first duly sworn, declared that (s)he is the President of IMPERIAL CREDIT INDUSTRIES, INC.

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.



HERBERT Y. GARZA

Herbert Y. Garza
Notary Public comm. expires 07/09/96

**IMPERIAL CREDIT INDUSTRIES, INC.
OFFICERS AND DIRECTORS**

NAME	TITLE	RESIDENCE ADDRESS	BUSINESS ADDRESS
H. Wayne Snavely	Chairman, Chief Executive Officer and Director	946 Granvia Altamira Palos Verdes Estates, CA 90274	1401 Dove Street, Suite 540, Newport Beach, CA 92660
Joseph R. Tomkinson	President and Director	26 Mandalay Laguna Niguel, CA 92677	20371 Irvine Avenue Santa Ana Heights, CA 92707
Stephen J. Shugerman	President and Director	20537 Chaney Dr. Topanga, CA 90290	20371 Irvine Avenue Santa Ana Heights, CA 92707
William S. Ashmore	Sr. Vice President		
Richard L. Burr	Sr. Vice President and Chief Operations Officer	738 Via Otono San Clemente CA	20371 Irvine Avenue Santa Ana Heights, CA 92707
Richard J. Johnson	Sr. Vice President, C.F.O and Secretary	2170 Rochester Street Costa Mesa CA	20371 Irvine Avenue Santa Ana Heights, CA 92707
Paul B. Lasiter	Vice President and Controller	1828 W. Southgate Ave, Fullerton, CA 92633	20371 Irvine Avenue Santa Ana Heights, CA 92707
James D. Fry	Vice President and Controller	22815 Kathryn Avenue Torrance CA 90505	20371 Irvine Avenue Santa Ana Heights, CA 92707
Robert S. Muehlenbeck	Director	2828 Via Neve Palos Verdes Estates, CA 90274	1650 S.Pacific Coast Hwy, Redondo Beach CA 90277

G. Louis Graziadio	Director	1650 Pacific Coast Hwy. Redondo Beach CA 90277	1650 S. Pacific Coast Hwy. Redondo Beach CA 90277
NAME	TITLE	RESIDENCE ADDRESS	BUSINESS ADDRESS
Perry A. Lerner	Director	717 Malcolm Avenue Los Angeles CA 90024	400 S. Hope Street Los Angeles CA 90071
James Clayburn LaForce, Jr.	Director	10581 Wyton Los Angeles CA 90024	505 Hilgard Room 3284 Los Angeles CA 90024

State of California

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 16th day of June, 19 86,

IMPERIAL CREDIT INDUSTRIES, 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
24th day of May, 1993

March Fong Eu

Secretary of State