

State of Idaho

Department of State

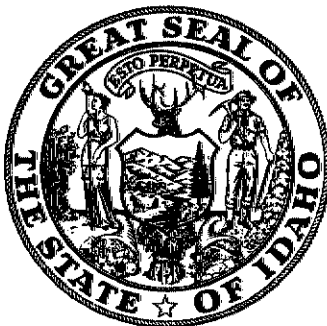
CERTIFICATE OF AUTHORITY OF

FIRST FRANKLIN FINANCIAL DELAWARE COMPANY
File number C 107075

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FIRST FRANKLIN FINANCIAL DELAWARE COMPANY 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 FIRST FRANKLIN FINANCIAL DELAWARE COMPANY to transact business in this State under the name FIRST FRANKLIN FINANCIAL DELAWARE COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated: July 22, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alma Siskel*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

JUL 22 8 54 AM '94

SECRETARY OF STATE

To the Secretary of State of Idaho

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 First Franklin Financial Delaware Company

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 Delaware

4. The date of its incorporation is July 6, 1994 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 32 Loockerman Square, Ste. L-100, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. 2150 N. First Street, San Jose, California 95131

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)

19940722 0900 15387 4
CX #1 20707
CORP
20.00
20.00

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

IDAHO SECRETARY OF STATE
19940722 0900 15387 4
CX #1 20707 CUST# 9192
CORP
10 100.00= 100.00

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

Name	Office	Address
<u>See attached list of directors and officers</u>	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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: 7/18/94

First Franklin Financial Delaware Company

(Corporation Name)

By [Signature]
Executive Its President/Vice President (please specify)

and [Signature]
Its Secretary/Assistant Secretary (please specify)

STATE OF California)
COUNTY OF Santa Clara) ss:

I, Connie S. Corona, a notary public, do hereby certify that on

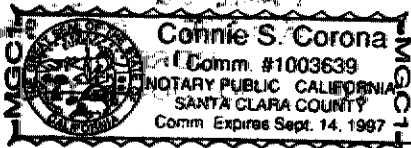
this 18th day of July, 19 94, personally appeared before

me Todd Dal Porto, who being by me first duly sworn, declared that (s)he

is the Executive VP of _____

First Franklin Financial Delaware Company

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



[Signature]
Notary Public

First Franklin Financial Corporation

Directors-Officers List

Name/Title	Business Address Home Address	Phone #
William D. Dallas President/Treasurer Soc # 282-58-3550 Birthdate-12/22/55	32123 W. Lindero Canyon Rd #204 Westlake Village, Ca. 91361 992 W. Stafford Rd. Westlake Village, Ca. 91361	818-597-8596 805-373-1339
Marcia Dimon-Burg , Assistant Secretary Soc # 058-40-1984 Birthdate-5/22/53	32123 W. Lindero Canyon Rd. #204 Westlake Village, Ca. 91361 1150 Stonewall Circle Westlake Village, Ca. 91361	818-597-8596 805-495-4487
Katie Modugno Executive Vice-President Soc # 565-23-7440 Birthdate-9/13/63	2150 N. 1 st . St. San Jose, Ca. 95131 1221 Lennon Way San Jose, Ca. 95125	408-955-9600 408-265-4746
Marc Geredes Regional President Soc # 547-35-51 Birthdate-3/263	2150 N. 1 st . St. San Jose, Ca. 95131 16290 Ridgecrest Ave Monte Sereno, Ca. 95030	408-955-9600 408-354-2140
John Hogan President- Online Capital Soc # 567-37-6172 Birthdate-11/19/61	2480 N. 1st St. #100 San Jose, Ca. 95131 17526 Vineland Ave. Monte Sereno, Ca. 95030	408-954-1890 408-295-2591
Todd Dal Porto Executive Vice-President Soc # 553-29-156 Birthdate-1/1/63	2150 N 1 st . St. San Jose, Ca. 95131 373 River Oaks Cir. #905 San Jose, Ca. 95134	408-955-9600 408-526-1922
Leon Creed Senior Vice-President Soc # 577-62-6033 Birthdate-7/22/44	2150 N. 1st. St. San Jose, Ca. 95131 3279 Whitehawk Rd. Escondido, Ca. 92027	408-955-9600 619-738-6107
Andrew Pollock Senior Vice-President Soc # 547-53-4224 Birthdate-1/15/63	2150 N. 1st. St. San Jose, Ca. 95131 6491 Little Falls Dr. San Jose, Ca. 95120	408-955-9600 408-927-9647

**FIRST FRANKLIN FINANCIAL CORPORATION
BOARD OF DIRECTORS**

NAME/TITLE SOC # BIRTHDATE	BUSINESS ADDRESS HOME ADDRESS	PHONE #
William D. Dallas President Soc # 282-58-3550 Birthdate 12-22-55	32123 W. Lindero Canyon Rd. #204 Westlake Village, Ca. 91361 992 W. Stafford Rd. Westlake Village, Ca. 91361	818-597-8596 818-597-8596 805-373-1339
Thompson Dean Chairman of the Board Soc # 547-11-7346 Birthdate-	140 Broadway New York, NY. 10005 1172 Park Ave. #4B New York, N.Y. 10128	212-504-4460 212-996-7307
Stephen Terry Title Soc # Birthdate-	3190 Fairview Park Dr. 2nd. Fl. Falls Church, Va. 22042 6625 Jill Ct. McLean, Va. 22102	703-205-5511 703-442-0120
David Wilson Title Soc # 201-46-3035 Birthdate-	140 Broadway New York, N. Y. 10005 125 Hickory Grove Dr. Larchmont, N. Y. 10128	212-504-3694 914-833-2533

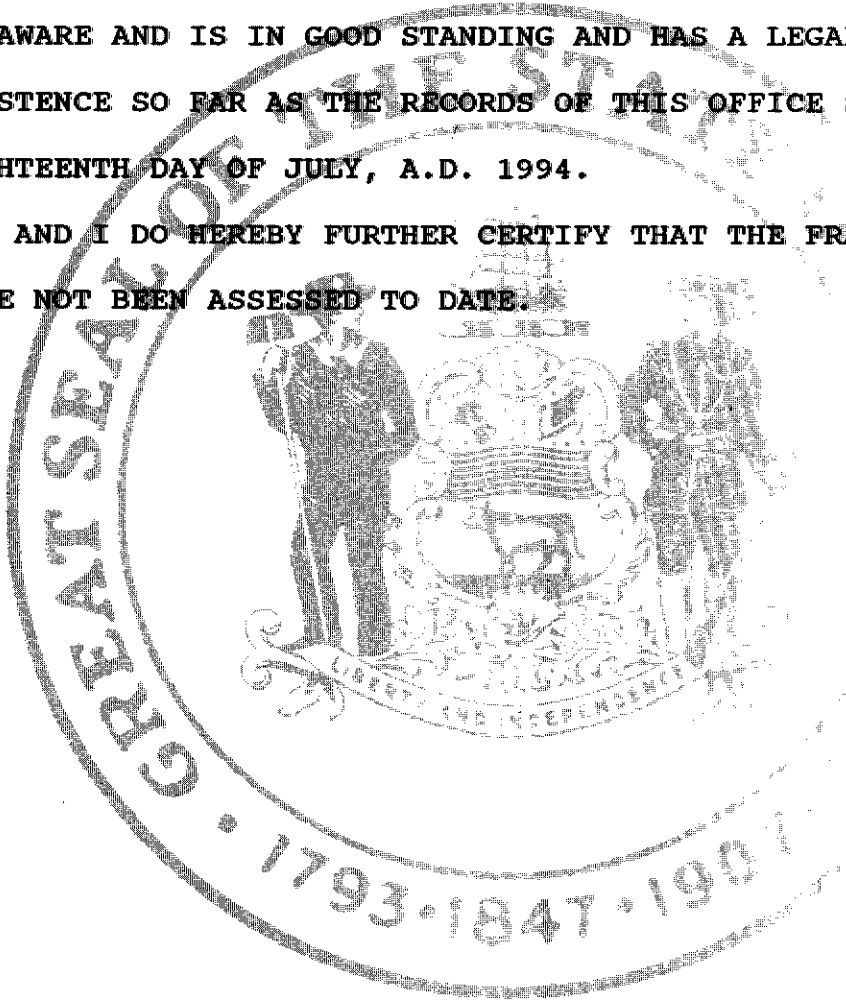
State of Delaware

Office of the Secretary of State

JUL 22 6 54 AM '94
JUL 22 6 54 AM '94
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST FRANKLIN FINANCIAL DELAWARE COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF JULY, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2416538 8300

944130975

AUTHENTICATION:

7182850

DATE:

07-18-94

Jul 22 8 54 AM '94
SECRETARY OF STATE

CONSENT TO USE OF NAME

First Franklin Financial Corporation, a corporation
organized under the laws of the State of California, hereby
consents to the organization-qualification of First Franklin Financial
Delaware Company
in the State of Idaho.

IN WITNESS WHEREOF, the said ~~WILLIAM XXXXXXXXXX~~ First Franklin
Financial Corporation has caused this consent to be executed by its _____ president
and attested under its corporate seal by its Asst. secretary, this 19th day of
July 19 94.

First Franklin Financial Corporation
By [Signature]
President

Attest:
Marcia J. Burg
Assistant Secretary

(SEAL)