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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

W99-28906

SUBJECT: AmeriFirst Mortgage, Incorporated
(Name of corporation - must include suffix)

Dear Sir or Madam: 00789-00645-00310-00671

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation
to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MJH

Melissa L. Walker
(Name of Person) 400003071264--6
-12/15/99--01071--003
****78.75 ****78.75
AmeriFirst Mortgage, Inc.
(Firm/Company)
11111 W. 95th St. Suite 202
(Address)
Overland Park, KS 66214
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Melissa L. Walker at (913) 438-1172
(Name of Person) (Area Code & Daytime Telephone Number)

00 JAN -3 AM 9:40
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 17, 1999

MELISSA L. WALKER
AMERIFIRST MORTGAGE, INC.
11111 W. 95TH ST., SUITE 202
OVERLAND PARK, KS 66214

SUBJECT: AMERIFIRST MORTGAGE, INC.
Ref. Number: W99000028906

We have received your document for AMERIFIRST MORTGAGE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 099A00059418

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Melissa L. Walker, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

AmeriFirst Mortgage, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Kansas,

was duly adopted on December 28, 1999.

Be it resolved, that AmeriFirst Mortgage, Inc.
(Corporate Name)

organized and existing in the State of Kansas, hereby adopts the name

TaxAdvantage Mortgage Services, Inc. for use in Florida.

Dated: 12-28-1999

Melissa L. Walker Pres.
Signature of either Chairman, Vice Chairman or any officer

Melissa L. Walker, President
Type or print name

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. AmeriFirst Mortgage, 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. Kansas 3. 48-1160283
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 4, 1995 5. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Pending Approval of Mortgage Broker License
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 11111 W. 95th St. #202
Overland Park, KS 66214
(Current mailing address)

8. Mortgage Broker Business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Martha Bell

Office Address: 3500 S. Florida Ave. #5
Lakeland, Florida, 33803-4869
(Zip code)

00 JAN -3 AM 9:40
SECRETARY OF STATE
DIVISION OF CORPORATIONS

10. Registered agent's 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 obligations of my position as registered agent.

Martha Bell
(Registered agent's signature)

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Melissa L. Walker

Address: 12348 Merion Dr.

Kansas City, KS 66109

Vice President: Kelly Walker

Address: 12348 Merion Dr.

Kansas City, KS 66109

Secretary: Kelly Walker

Address: 12348 Merion Dr.

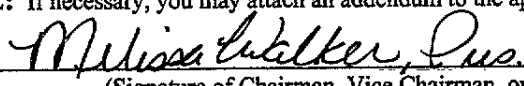
Kansas City, KS 66109

Treasurer: Melissa L. Walker

Address: 12348 Merion Dr.

Kansas City, KS 66109

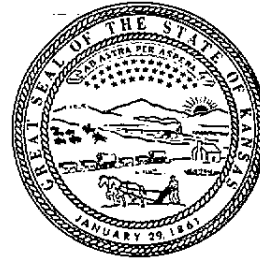
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Melissa L. Walker, President
(Typed or printed name and capacity of person signing application)

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

AMERIFIRST MORTGAGE, INC.

is a regularly and properly organized corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 4th day of January, A.D. 1995 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
17th day of November, A.D. 1999



A handwritten signature in black ink, appearing to read "Ron Thornburgh".

RON THORNBURGH
SECRETARY OF STATE