

F00000003679



ACCOUNT NO. : 072100000032
 REFERENCE : 736861 4386318
 AUTHORIZATION : *Patricia Pignato*
 COST LIMIT : \$ 70.00

ORDER DATE : June 19, 2000
 ORDER TIME : 11:54 AM
 ORDER NO. : 736861-125
 CUSTOMER NO: 4386318

300003307633--3

CUSTOMER: Ms. Glenda Daniel
 Countrywide Home Loans, Inc.
 Mail Stop: Ch-11
 4500 Park Granada Boulevard
 Calabasas, CA 91302

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 DIVISION OF CORPORATIONS
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FOREIGN FILINGS

NAME: COUNTRYWIDE GP, INC.

10

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

RECEIVED
 00 JUN 28 PM 12:53
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

3/11 6/28

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Countrywide GP, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

Glenda J. Daniel
(Name of Person)

Countrywide GP, Inc.
(Firm/Company)

4500 Park Granada CH-11
(Address)

Calabasas, CA 91302
(City/State/Zip)

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

Glenda J. Daniel at (818) 225-3355
(Name of Person) (Area Code & Daytime Telephone Number)

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

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Glenda J. Daniel, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Purpose of Business

The nature of the business of the corporation and the objects or the purposes to be transacted, promoted, or carried on by it is to generally do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter by organized to do or to exercise under the General Corporation Law of the State of ~~Florida~~ or under any act amendatory thereof, supplemental thereto, or substituted therefore, including, entering into general partnerships and limited partnerships.

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Directors, Officers Report

Countrywide GP, Inc.

Monday, June 26, 2000

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DIRECTORS

Carlos Manuel Garcia Director
Primary Address: Countrywide Home Loans, Inc.
4500 Park Granada
Calabasas, CA 91302 USA
Home Address: 6037 John Muir
Hidden Hills, CA 91302 USA

Stanford Lee Kurland Director
Primary Address: Countrywide Credit Industries, Inc.
4500 Park Granada
Calabasas, CA 91302 USA
Home Address: 6005 William Bent Road
Hidden Hills, CA 91302 USA

Angelo Robert Mozilo Director
Primary Address: Countrywide Home Loans, Inc.
4500 Park Granada
Calabasas, CA 91302 USA
Home Address: 3059 Country Club Drive
Glendale, CA 91208 USA

David Sambol Director
Primary Address: Countrywide Home Loans, Inc.
4500 Park Granada
Calabasas, CA 91302 USA
Home Address: 23807 Long Valley Road
Hidden Hills, CA 91302 USA

OFFICERS

Steve Bailey Executive Vice President
Primary Address: 400 Countrywide Way
Simi Valley, CA 93065 USA
Home Address: None given

Jill Balentine First Vice President
Primary Address: Plano, TX USA
Home Address: None given

Anne Kathleen Banducci Assistant Secretary
Primary Address: Countrywide Home Loans, Inc.
4500 Park Granada CH-11
Calabasas, CA 91302 USA
Home Address: 13324 Wintergreen Lane
Moorpark, CA 93021 USA

Mark Bishop Assistant Vice President
Primary Address: 7105 Corporate Dr.
Plano, TX 75024 USA

Countrywide GP, Inc.

Home Address: None given

Thomas Hood Boone

Managing Director, Global Mortgage Services

Primary Address: Countrywide Home Loans, Inc.
4500 Park Granada
Calabasas, CA 91302 USA
Home Address: 4163 Oak Place Drive
Thousand Oaks, CA 91362 USA

Susan E. Bow

Assistant Secretary

Primary Address: 4500 Park Granada CH-11
Calabasas, CA 91302 USA
Home Address: 10219 Bianca Avenue
Northridge, CA 91325 USA

Glenda J. Daniel

Assistant Secretary

Primary Address: 4500 Park Granada CH-11
Calabasas, CA 91302 USA
Home Address: 19352 Victory Blvd.
Reseda, CA 91335 USA

Richard DeLeo

Managing Director, Loan Administration

Primary Address: 400 Countrywide Way
Simi Valley, CA 93065 USA
Home Address: 469 Innwood Road
Simi Valley, CA 93065 USA

Nancy Eastman

Senior Vice President

Primary Address: 6400 Legacy Dr.
Plano, TX 75024 USA
Home Address: None given

Vincent R. Gangi

Senior Vice President

Primary Address: 400 Countrywide Way
Simi Valley, CA 93065 USA
Home Address: None given

Carlos Manuel Garcia

Managing Director, Finance and Chief Operating Officer

Primary Address: Countrywide Home Loans, Inc.
4500 Park Granada
Calabasas, CA 91302 USA
Home Address: 6037 John Muir
Hidden Hills, CA 91302 USA

Jack Gill

Assistant Vice President

Primary Address: 6400 Legacy Dr.
Plano, TX 75024 USA
Home Address: None given

Laura Guidici

Vice President

Primary Address: 6400 Legacy Dr.
Plano, TX 75024 USA
Home Address: None given

Richard A. Hildebrand

Senior Vice President

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Countrywide GP, Inc.

Primary Address: 400 Countrywide Way
Simi Valley, CA 93065 USA
Home Address: None given

Susan Evans Kelsey Assistant Secretary
Primary Address: None given
Home Address: 3818 Benedict Canyon Drive
Sherman Oaks, CA 91423 USA

Brandon Kirkham Assistant Vice President
Primary Address: 6400 Legacy Dr.
Plano, TX 75024 USA
Home Address: None given

Stanford Lee Kurland President & Chief Executive Officer
Primary Address: Countrywide Credit Industries, Inc.
4500 Park Granada
Calabasas, CA 91302 USA
Home Address: 6005 William Bent Road
Hidden Hills, CA 91302 USA

Kimberly Lott First Vice President
Primary Address: 6400 Legacy Dr.
Plano, TX 75024 USA
Home Address: None given

Thomas Keith McLaughlin Managing Director & Chief Financial Officer
Primary Address: Countrywide Home Loans, Inc.
4500 Park Granada
Calabasas, CA 91302 USA
Home Address: 1336 Lynnmere Drive
Thousand Oaks, CA 91360 USA

Patrice McPherson Vice President
Primary Address: 6400 Legacy Dr.
Plano, TX 75024 USA
Home Address: None given

Kevin L. Meyers Executive Vice President
Primary Address: 400 Countrywide Way
Simi Valley, CA 93065 USA
Home Address: None given

Angelo Robert Mozilo Chairman of the Board
Primary Address: Countrywide Home Loans, Inc.
4500 Park Granada
Calabasas, CA 91302 USA
Home Address: 3059 Country Club Drive
Glendale, CA 91208 USA

Tremayne Narte Vice President
Primary Address: 6400 Legacy Dr.
Plano, TX 75024 USA
Home Address: None given

Timothy Nicholson Vice President

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Countrywide GP, Inc.

Primary Address: 6400 Legacy Dr.
Plano, TX 75024 USA
Home Address: None given

Janet L. Petrey-Oller Assistant Secretary
Primary Address: Countrywide Home Loans, Inc.
4500 Park Granada CH-11
Calabasas, CA 91302 USA
Home Address: None given

Sandor Eli Samuels Managing Director, Legal, General Counsel & Secretary
Primary Address: Countrywide Home Loans, Inc.
4500 Park Granada
Calabasas, CA 91302 USA
Home Address: 17527 Embassy Drive
Encino, CA 91316 USA

Jennifer Sandefur Executive Vice President & Treasurer
Primary Address: Countrywide Home Loans, Inc.
4500 Park Granada
Calabasas, CA 91302 USA
Home Address: 4317 Countrymeadow Street
Moorpark, CA 93021 USA

Brandon Sciumbato Vice President
Primary Address: 6400 Legacy Dr.
Plano, TX 75024 USA
Home Address: None given

Mary Jane Seebach Assistant Secretary
Primary Address: Countrywide Home Loans, Inc.
4500 Park Granada CH-11
Calabasas, CA 91302 USA
Home Address: None given

Ed Skornik Senior Vice President
Primary Address: 400 Countrywide Way
Simi Valley, CA 93065 USA
Home Address: None given

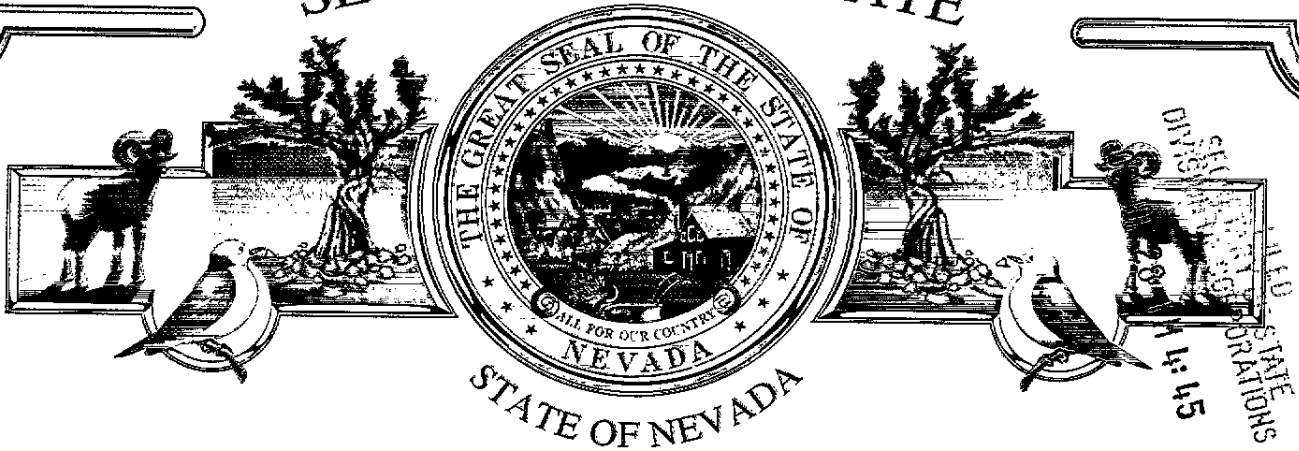
Patricia Skotarczak Assistant Vice President
Primary Address: 6400 Legacy Dr.
Plano, TX 75024 USA
Home Address: None given

Tammy Waller Assistant Vice President
Primary Address: 6400 Legacy Dr.
Plano, TX 75024 USA
Home Address: None given

Richard L. Wilson Senior Vice President
Primary Address: 1800 Tapo Canyon Rd.
Simi Valley, CA 93063 USA
Home Address: None given

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **COUNTRYWIDE GP, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 27, 1994, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on June 26, 2000.



Dean Heller

Secretary of State

By

Joann Larson

Certification Clerk