



FOO000004077

ACCOUNT NO. : 072100000032

REFERENCE : 743003 7212309

AUTHORIZATION

Patricia King

COST LIMIT : \$ 70.00

ORDER DATE : June 23, 2000

ORDER TIME : 9:50 AM

ORDER NO. : 743003-080

CUSTOMER NO: 7212309

600003329296--6

CUSTOMER: Mr. William Scofield
Lowestloan.com, Inc.
Sutton Park
465 Columbus Avenue
Valhalla, NY 10595

00 JUL 20 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FOREIGN FILINGS

NAME: LOWESTLOAN.COM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds EXT 1133

FOO-4077

GA 7/20

RECEIVED
00 JUL 20 AM 10:49
DEPARTMENT OF STATE
DIVISION OF CORPORATE AND
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: LOWESTLOAN.COM, 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:

Elizabeth Dawson
(Name of Person)
c/o CSC The United States Corporation Company
(Firm/Company)
1013 Centre Road
(Address)
Wilmington, DE, 19805-1297
(City/State/Zip)

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

Elizabeth Dawson at (800) 927 9800
(Name of Person) (Area Code & Daytime Telephone Number)

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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

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. LOWESTLOAN.COM, 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. Delaware 3. 522164256
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 29, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o LOWESTLOAN.COM, INC., 465 Columbus Ave., Sutton Park
Valhalla, NY 10595
(Current mailing address)
8. Operate and manage online Mortgage origination business. To engage in any act or activity for which corporations may be organized.
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

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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.

Corporation Service Company
By: Carol K Dolor
(Registered agent's signature)

Carol K. Dolor, Assistant Vice President

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: 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: _____

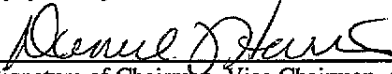
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Daniel J. Harris, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

OFFICERS/DIRECTORS RIDER

OFFICERS & DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Daniel J. Harris	President, CEO & Director	465 Columbus Avenue Sutton Park Valhalla, NY 10595
Carl C. Icahn	Director	767 Fifth Avenue New York, NY 10153
Robert J. Mitchell	Secretary & Director	767 Fifth Avenue New York, NY 10153
Frank A. Treglia	Senior Vice President	465 Columbus Avenue Sutton Park Valhalla, NY 10595

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TALLAHASSEE, FLORIDA

FILED

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LOWESTLOAN.COM, INC." 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 NINETEENTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LOWESTLOAN.COM, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0568196

DATE:

07-19-00