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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

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

Dear Sir or Madam:

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-01/16/01--01155--016
*****78.75 *****78.75

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:

Frank Caughron
(Name of Person)
AmericaHomeKey, Inc.
(Firm/Company)
3625 N. Hall St., Suite 900
(Address)
Dallas, TX 75219
(City/State and Zip code)

For further information concerning this matter, please call:

Frank Caughron at (214) 459-1250
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration 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

mtw
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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. AmericaHomeKey, 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. Texas 3. 75-2888829
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 14, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3625 N. Hall St., Suite 900, Dallas, TX 75219
(Principal office address)
3625 N. Hall St., Suite 900, Dallas, TX 75219
(Current mailing address)

8. Originate and sell first and second lien mortgages on 1 to 4 family residences.
(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: Roger Stewart

Office Address: 2881 NE 33 Court #7D

Ft. Lauderdale, Florida 33306
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.


(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Buddy L. Terrell

Address: 3625 N. Hall St., Suite 900
Dallas, TX 75219

Vice Chairman: _____

Address: _____

Director: Charles J. Pignuolo

Address: 2200 Post Oak Blvd., Suite 700
Houston, TX 77056

Director: Earl M. Baldwin

Address: 300 Ponderosa Lane
Elizabeth, CO 80107

B. OFFICERS

President: Lane Terrell (also a Director)

Address: 3625 N. Hall St., Suite 900
Dallas, TX 75219

Executive Vice President: Lynn Eaton (also a Director)

Address: 23304 Pompano St.
Malibu, CA 90265

Secretary: Katherine A. Shadle (also a Senior Vice President)

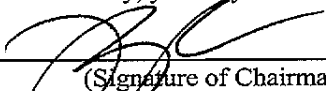
Address: 3625 N. Hall St., Suite 900, Dallas, TX 75219

Treasurer: Frank Caughron (Also a Director and Executive Vice President)

Address: 3625 N. Hall St., Suite 900, Dallas, TX 75219

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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. Frank Caughron, Executive Vice President/Treasurer
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

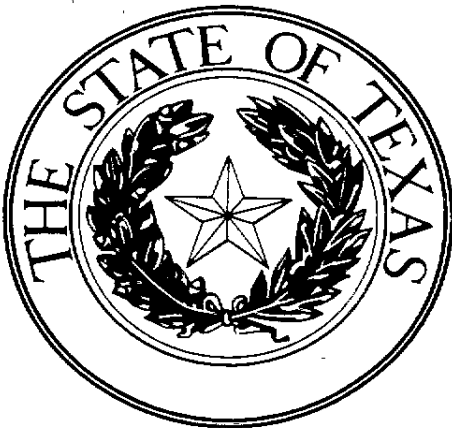
IT IS HEREBY CERTIFIED that
Articles of Incorporation of

AMERICAHOMEKEY, INC.
File No. 1590387-0

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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AUSTIN, TEXAS

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on December 18, 2000.*



Elton Bomer
Secretary of State

VT