

CT CORPORATION SYSTEM

F01000004023

CORPORATION(S) NAME

ABN AMRO Mortgage Corporation

01 JUL 31 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

5

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS
- After 4:30
- Pick Up

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DIVISION OF CORPORATION

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Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

7/31/01

Order#: 4694267

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-07/31/01--01052--001

Ref#:

*****70.00 *****70.00

MS

Amount: \$

BK

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ABN AMRO Mortgage Corporation
(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. 36-3886007
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 5, 1991 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. 135 South LaSalle Street, Ste. 925, Chicago, Illinois 60603
(Principal office address)
135 South LaSalle Street, Ste. 925, Chicago, Illinois 60603
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
(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)

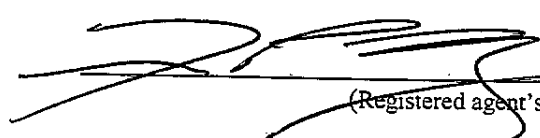
Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

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)

Francis P. Regan
Assistant Secretary

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: _____ SEE ATTACHEMENT A _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: _____ SEE ATTACHMENT A _____

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

14. Kirk P. Flores, Secretary
(Typed or printed name and capacity of person signing application)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

ATTACHMENT A

12. Names and business addresses of directors for ABN AMRO Mortgage Corporation:

Fred Fechheimer	Director	135 S. LaSalle St., Ste. 925, Chicago, IL 60603
Stewart Fleming	Director	135 S. LaSalle St., Ste. 925, Chicago, IL 60603
F. Scott Kellman	Director	135 S. LaSalle St., Ste. 925, Chicago, IL 60603
Joseph Krul	Director	135 S. LaSalle St., Ste. 925, Chicago, IL 60603
Stanley Rhodes	Director	135 S. LaSalle St., Ste. 925, Chicago, IL 60603

Names and business addresses for officers of ABN AMRO Mortgage Corporation:

Joseph Krul	Chairman of the Board & President	135 S. LaSalle St., Ste. 925, Chicago, IL 60603
Michael Maher	Chief Financial Officer	135 S. LaSalle St., Ste. 925, Chicago, IL 60603
Clayton J. Tribble, Jr.	Treasurer	135 S. LaSalle St., Ste. 925, Chicago, IL 60603
Kirk P. Flores	Secretary	135 S. LaSalle St., Ste. 925, Chicago, IL 60603
Timothy D. Kaiser	Assistant Secretary	135 S. LaSalle St., Ste. 925, Chicago, IL 60603
Stewart Fleming	Senior Vice President	135 S. LaSalle St., Ste. 925, Chicago, IL 60603
Frederick A. Bartel	Vice President & Asst. Treasurer	135 S. LaSalle St., Ste. 925, Chicago, IL 60603
Stanley Rhodes	Vice President	135 S. LaSalle St., Ste. 925, Chicago, IL 60603
Martin Eisenberg	Vice President	135 S. LaSalle St., Ste. 925, Chicago, IL 60603
Daniel Fischer	Vice President	135 S. LaSalle St., Ste. 925, Chicago, IL 60603
Maria Fregosi	Vice President & Securities and Exchange Commission Compliance Officer	135 S. LaSalle St., Ste. 925, Chicago, IL 60603

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ABN AMRO MORTGAGE CORPORATION" 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 THIRTIETH DAY OF JULY, A.D. 2001.

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

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

FILED
01 JUL 31 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1268919

010368496

DATE: 07-30-01

CT CORPORATION SYSTEM

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CORPORATION(S) NAME

ABN AMRO Mortgage Corporation

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TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
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| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
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Name _____
Availability _____
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Examiner _____
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W.P. Verifier _____

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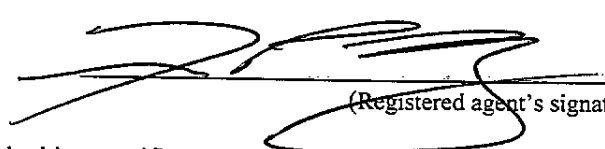
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A. DIRECTORS

Chairman: _____ SEE ATTACHEMENT A _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: _____ SEE ATTACHMENT A _____

Address: _____

Vice President: _____

Address: _____

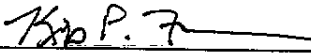
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2270185 8300

AUTHENTICATION: 1268919

010368496

DATE: 07-30-01