

FO200006045

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

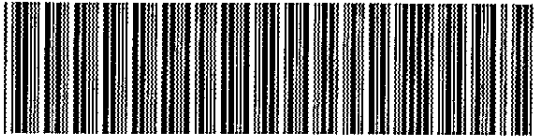
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400009028214

02 DEC - 5 PM 3: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

11/20/02--01055--013 **87.50

FO2-6045
JK



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 21, 2002

JODY BENINCASA
13601 80TH CIRCLE N., SUITE 150
MAPLE GROVE, MN 55369

SUBJECT: MORTGAGES UNLIMITED, INC.
Ref. Number: W02000033173

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 DEC -5 PM 3: 21

FILED

We have received your document for MORTGAGES UNLIMITED, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 702A00062926

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MORTGAGES UNLIMITED OF FLORIDA, 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:

JODY BENINCASA (Name of Person)

MORTGAGES UNLIMITED, INC. (Firm/Company)
13601 80th CIRCLE N.
SUITE 150
MAPLE GROVE, MN 55369 (Address)

(City/State and Zip code)

02 DEC -9 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

For further information concerning this matter, please call:

JODY BENINCASA at 763, 498-8890
(Name of Person) (Area Code & Daytime Telephone Number)

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

MORTGAGES UNLIMITED

December 3, 2002

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Attn: Document Specialist

RE: Mortgages Unlimited, Inc.
Ref. Number: W02000033173
Letter Number: 702A00062926

FILED
02 DEC -5 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To whom it may concern:

I am returning the enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" with the corrected name change. When I spoke to a representative with your department on the phone, they did not specify that I could not use the word Florida in the corporate name. I had reviewed the list of registered corporations on your website and found a corporation with "south Florida" in it and thought that it would be acceptable to use just Florida. I have now changed the name to Mortgages Unlimited South, Inc. and have checked to see that there is no other corporation registered with that name in the state of Florida.

The need to correct this application has caused a great delay in us being able to submit the proper licensing application to the Department of Banking and Financing. Should any additional corrections to this application be required, I would greatly appreciate it if you could contact me by phone at (763)498-8890 so that I could respond more quickly.

Thank you for your cooperation in this matter.

Sincerely,



Jody Benincasa
Vice President

RESOLUTION OF BOARD OF DIRECTORS
MORTGAGES UNLIMITED, INC.

RESOLVED, that to obtain licensing to do business in the state of Florida, the name registered with the State of Florida Division of Corporations will be MORTGAGES UNLIMITED SOUTH, INC. because our Minnesota corporate name is already in use in the State of Florida.

I, Jody Benincasa, HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution presented to and adopted by the Board of Directors of Mortgages Unlimited, Inc. at a meeting duly held at 13601 80th Circle North, Suite 150, Maple Grove, MN on December 3, 2002 at which James Benincasa and myself, being a quorum was present and voted, and that such resolution is duly recorded in the minute book of this corporation; and that such resolution is now in full force and effect on the date hereof.

Dated: December 3, 2002


Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 DEC -5 PM 3:21

FILED

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. MORTGAGES UNLIMITED, INC. (MORTGAGES UNLIMITED SOUTH OF FLA)
(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. MINNESOTA 3.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/12/91 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. (Principal office address) (Current mailing address)
MORTGAGES UNLIMITED, INC.
13601 80th CIRCLE N.
SUITE 150
MAPLE GROVE, MN 55369

8. CORRESPONDENT MORTGAGE LENDER
(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: TODD HOLMERS
Office Address: 28303 HIDDEN LAKE DRIVE
BONITA SPRINGS, Florida 34134
(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)

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.

02 DEC -5 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: JAMES BENINCASA MORTGAGES UNLIMITED, INC.
13601 80th CIRCLE N.
Address: SUITE 150
MAPLE GROVE, MN 55369

Vice Chairman: JODY BENINCASA MORTGAGES UNLIMITED, INC.
13601 80th CIRCLE N.
Address: SUITE 150
MAPLE GROVE, MN 55369

Director: _____
Address: _____

Director: _____
Address: _____

FILED
02 DEC -5 PM 3:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. OFFICERS

President: JAMES BENINCASA MORTGAGES UNLIMITED, INC.
13601 80th CIRCLE N.
Address: SUITE 150
MAPLE GROVE, MN 55369

Vice President: JODY BENINCASA MORTGAGES UNLIMITED, INC.
13601 80th CIRCLE N.
Address: SUITE 150
MAPLE GROVE, MN 55369

Secretary: JODY BENINCASA
Address: _____

Treasurer: _____
Address: _____

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

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

14. JODY BENINCASA
VICE PRESIDENT
MORTGAGES UNLIMITED, INC.
A MINNESOTA CORPORATION
(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

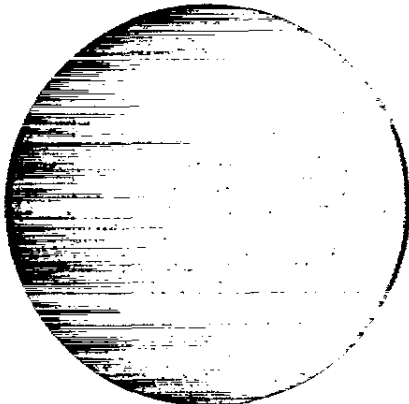
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Mortgages Unlimited Inc. —

Date Formed: 09/12/1991 —

Chapter Governed By: 302A —

This certificate has been issued on 11/14/02.



Mary Kiffmeyer
Secretary of State.