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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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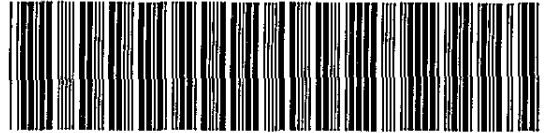
(Business Entity Name)

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CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

F03-1807





ACCOUNT NO. : 072100000032

REFERENCE : 001356 7155110

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : April 4, 2003

ORDER TIME : 11:10 AM

ORDER NO. : 001356-005

CUSTOMER NO: 7155110

CUSTOMER: Ms. Ann Reid
Cendant Corporation
1 Campus Drive

Parsippany, NJ 07054

FOREIGN FILINGS

NAME: PREFERRED MORTGAGE GROUP,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

TALLAHASSEE, FLORIDA

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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. PREFERRED MORTGAGE GROUP, INC., d/b/a PREFERRED SERVICE MORTGAGE, 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. VIRGINIA (State or country under the law of which it is incorporated) 3. 54-1587482 (FEI number, if applicable)

4. 2/28/1991 (Date of incorporation) 5. PERPETUAL (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. 7239 WESTPARK DRIVE, SUITE 200, MCLEAN, VA 22102 (Principal office address)

7239 WESTPARK DRIVE, SUTIE 200, MCLEAN, VA 22102 (Current mailing address)

8. MORTGAGE SERVICES (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 (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.

Corporation Service Company

Maureen Curlee (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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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. LYNN A. FELDMAN

(Typed or printed name and capacity of person signing application)

Preferred Mortgage Group, Inc., d/b/a Preferred Service Mortgage, Inc.

Directors

Duncan H. Cocroft
Terence W. Edwards

Director
Director

Officers

James F. Maclin
Duncan H. Cocroft
William F. Brown
Mark Danahy
Marshall Gayden
Robert E. Groody
Vincent Ventura
Joseph Huber
Lynn A. Feldman
Richard S. Meisner
Robert Ballou
Jay Crowder
Julia Hughes
Eric J. Bock
John G. Hromy
Jean Marie Sera
Mark E. Johnson
Kevin Monaco
John M. Peterson

President
Executive Vice President and Treasurer
Senior Vice President and Secretary
Senior Vice President
Senior Vice President
Senior Vice President
Senior Vice President, Tax
Vice President, Tax
Vice President & Assistant Secretary
Vice President & Assistant Secretary
Assistant Vice President and Assistant Secretary
Assistant Vice President and Assistant Secretary
Assistant Vice President and Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Treasurer
Assistant Treasurer
Assistant Treasurer

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Secretary Certificate

I, Lynn A. Feldman, do hereby certify:

1. That I am a duly appointed, qualified and acting Vice President and Assistant Secretary of Preferred Mortgage Group, Inc., (the "Corporation"); and
2. Attached hereto as Exhibit A is a true and correct copy of resolutions duly adopted by Unanimous Written Consent of the Board of Directors In Lieu of Meeting of the Corporation on April 1, 2003, such resolutions have not been amended or revoked and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have executed this certificate this 2nd day of April 2003.

Preferred Mortgage Group, Inc.

By: 

Lynn A. Feldman
Vice President and Assistant Secretary

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STATE
MILLIASSSEE, FLORIDA

EXHIBIT A

RESOLVED, that the Board of Directors hereby approves the Corporation doing business under the name of Preferred Mortgage Group, Inc., d/b/a Preferred Service Mortgage, Inc. in Florida and further:

RESOLVED, that any officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name or on behalf of the Corporation, to take all such actions, to cause to be prepared and filed all such other documents, to make all expenditures and to execute all instruments deemed by them to be necessary or desirable in carrying out and effectuating the intent of each of the foregoing resolutions and each of the transactions contemplated thereby, including, without limitation, the employment or retention of all such counsel, accountants and experts as may be deemed advisable by them and the taking of such actions, the execution and filing or delivery of such documents, and the performance of such actions by each of them shall be conclusive evidence of their approval thereof and authority therefor by and from the Corporation; and further

RESOLVED, that any and all actions heretofore taken by any officer of the Corporation in connection with the transactions and other matters contemplated by the foregoing resolutions be, and they hereby are, ratified, approved, confirmed and accepted in all respects.

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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

PREFERRED MORTGAGE GROUP, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is February 28, 1991.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
April 7, 2003*

Joel H. Peck

Joel H. Peck, Clerk of the Commission