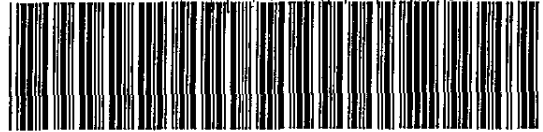


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03 MAY 29 PM 3: 04

CLERK OF STATE
TALLAHASSEE, FLORIDA



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(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

AL



1st REPUBLIC MORTGAGE BANKERS, INC.

Licensed Mortgage Banker N.Y.S., NJ, CT, GA, MI & NC Banking Departments

FILED
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SECRETARY OF ST,
TALLAHASSEE, FLOI

May 28, 2003

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Registration Section

**Re: Filing for Certificate of
Incorporation –
1st Republic Mortgage Bankers, Inc.**

Enclosed is completed application form by Foreign Corporation for authorization to transact business in Florida. Also enclosed is Check #1028 for \$87.50 covering Filing Fees, Certificate of Status and Certified Copy.

Please process as soon as is possible and return Airborne Express. Our Airborne Account number is 128615770. I can be reached at 516.354-5000 Ext. 331 if you need additional information.

Thank you.

Jasmin Dayaram
Jasmin Dayaram
Office Manager

Encls.

TRANSMITTAL LETTER

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03 MAY 29 PM 3: 04

TO: Registration Section
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: 1ST REPUBLIC MORTGAGE BANKERS, 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:

JASMIN DAYARAM
(Name of Person)

1ST REPUBLIC MORTGAGE BANKERS, INC.
(Firm/Company)

110 JERICHO TURNPIKE STE. 200
(Address)

FLORAL PARK NY 11001
(City/State and Zip code)

For further information concerning this matter, please call:

Jasmin Dayaram at (516) 354-5000 Ext. 331
(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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. 1ST REPUBLIC MORTGAGE BANKERS, 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. NY S 3. 113241328

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. Dec. 1994 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. 110 Jericho Turnpike, Ste. 200, Floral Park, NY 11001

(Principal office address)

110 Jericho Turnpike, Ste. 200, Floral Park, NY 11001

(Current mailing address)

8. Mortgage Lending

(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.

Robin LaPeters
Assistant Secretary

(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:

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A. DIRECTORS

03 MAY 29 PM 3:04

Chairman: President: Scott P. Sisskind
Address: 1st Republic Mortgage Bankers, Inc.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

110 Jericho Turnpike, Ste. 200, Floral Park, NY 11001

Vice Chairman: VICE PRESIDENT: JOHN R. REIMER

Address: SAME AS ABOVE

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

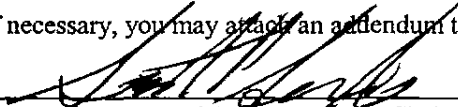
Address: _____

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.

SCOTT P. SISSKIND, PRESIDENT

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

State of New York } ss:
Department of State

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby certify, that the Certificate of Incorporation of 1ST REPUBLIC MORTGAGE BANKERS, INC. was filed on 12/16/1994, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Biennial Statement is past due.

I further certify, that no other documents have been filed by such Corporation.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of April
two thousand and three.

A handwritten signature in black ink, appearing to read "K. A. Denis", is written over the printed name of the Secretary of State.

Secretary of State