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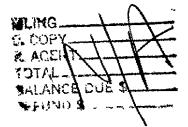


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1st REPUBLIC MORTGAGE BANKERS, INC.

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

July 17, 2003

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

Department of Financial services Attention: Sandra Green

Re: Filing for Certificate of

Incorporation -

Name to use for filing: 1st Republic Mortgage, Inc.

1st Republic Mortgage Bankers, Inc. is requesting that for filing for authorization to transact business in Florida, the name 1st Republic Mortgage, Inc. be used.

I have completed another Transmittal letter that reflects same. For further information, I can be reached at 516-354-5000 X 306.

Thank you.

John R. Reimer Vice President

Encls.



1st REPUBLIC MORTGAGE BANKERS, INC.

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

91 VISION OF CORPORATIONS

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Resolution of the Board of Directors

A meeting was held on July 23, 2003, by the board of directors of 1st Republic Mortgage Bankers, Inc., at 110 Jericho Turnpike, Floral Park New York. It was resolved that for purposes of doing business in Florida, the corporation will adopt the name 1st Republic Mortgage, Inc, to comply with the Department of Financial Services regulation prohibiting the use of "bankers" in our name.

John Reimer

Vice President

Witness