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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

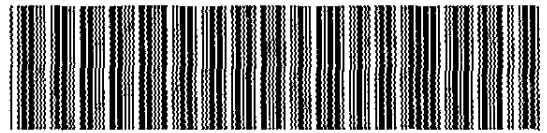
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

FILED
03 AUG 22 PM 12:50
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

03 AUG 22 PM 12:51
FILED
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 213826 7155110

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : August 21, 2003

ORDER TIME : 10:06 AM

ORDER NO. : 213826-010

CUSTOMER NO: 7155110

CUSTOMER: Karen Curry
Cendant Corporation
1 Campus Drive

Parsippany, NJ 07054

FOREIGN FILINGS

NAME: NRT NEW YORK, INC.

File List

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: _____

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

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TALLAHASSEE FLORIDA

- 1. NRT New York, 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. DE 3. 13-4199334
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 8/20/01 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. 339 Jefferson Road, Parsippany, NJ 07054
(Principal office address)
339 Jefferson Road, Parsippany, NJ 07054
(Current mailing address)
- 8. Real estate 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
Georgia Byxon
(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: _____

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. Richard S. Meisner, Vice President and Assistant Secretary

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

Directors / Officers Report

As of 08/20/2003

NRT New York, Inc.

Directors

James E. Buckman

Primary Address: 9 West 57th Street
New York, NY 10019 (USA)

Richard A. Smith

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Officers

Donald J. Casey

President of NRT Settlement Services

Primary Address: 308 Route 38
Moorestown, NJ 08057

Thomas J. Freeman

Senior Vice President, Acquisitions

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Jeffrey Palmer

Senior Vice President, Marketing

Primary Address: 339 Jefferson Road
Parsippany, New Jersey 07054

Sergio Alegre

Vice President and Assistant Secretary

Primary Address: 339 Jefferson Road
Parsippany, New Jersey 07054

Michael Cadematori

Vice President, Finance

Primary Address: 339 Jefferson Road
Parsippany, New Jersey 07054

Terry Dwyer

Vice President and Chief Information Officer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Thomas Anderson

Senior Vice President

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Robert M. Becker

Executive Vice President

Primary Address: 339 Jefferson Road
Parsippany, NJ 07054

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Directors / Officers Report

As of 08/20/2003

NRT New York, Inc.

Eric J. Bock

Executive Vice President and Corporate Secretary

Primary Address: 9 West 57th Street
37th Floor
New York, NY 10019

James E. Buckman

Executive Vice President

Primary Address: 9 West 57th Street
New York, NY 10019 (USA)

C. Patteson Cardwell

Senior Vice President and Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Duncan H. Cocroft

Executive Vice President and Treasurer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Terence P. Conley

Executive Vice President, Human Resources

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Scott Durkin

Vice President, Finance and Administration

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Lynn A. Feldman

Vice President & Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Thomas J. Freeman

Senior Vice President, Acquisitions

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Frank Galus

Vice President

Primary Address: 339 Jefferson Road
Parsippany, NJ 07054

Michael R. Good

Executive Vice President

Primary Address: 339 Jefferson Road
Parsippany, NJ 07054

Kevin R. Greene

Senior Vice President and Chief Financial Officer

Primary Address: 339 Jefferson Road
Parsippany, NJ 07054

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Directors / Officers Report

03
As of 08/20/2003
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NRT New York, Inc.

Kenneth D. Hoffert

Senior Vice President, General Counsel & Assistant Secretary

Primary Address: 339 Jefferson Road
Parsippany, NJ 07054

Joseph J. Huber

Vice President, Tax

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Mark E. Johnson

Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Pamela Liebman

President

Primary Address: 339 Jefferson Road
Parsippany, NJ 07054

John T. McClain

Senior Vice President

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Richard S. Meisner

Vice President and Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Kevin Monaco

Assistant Treasurer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

John M. Peterson

Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Jean Marie Sera

Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Richard A. Smith

Chairman

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Vincent Ventura

Senior Vice President, Tax

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Directors / Officers Report

As of 08/20/2003

NRT New York, Inc.

David B. Wyshner

Executive Vice President

Primary Address: 1 Campus Drive
Parsippany, NJ 07054 (USA)

Bruce Zipf

Senior Vice President, Northeast Region

Primary Address: 339 Jefferson Road
Parsippany, NJ 07054

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Delaware

The First State

PAGE 1

03 AUG 22 PM 2:51
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SECRETARY OF STATE
TALLMAGE BLDG
DOVER, DE

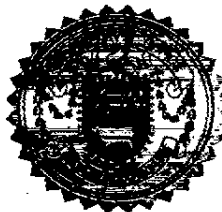
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NRT NEW YORK, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF AUGUST, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NRT NEW YORK, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF AUGUST, A.D. 2001.

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

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2594968

DATE: 08-21-03