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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

E-Mortgage Direct Corp.

Certificate of Status	0
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UP
9-17-03

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. E-Mortgage Direct Corp. (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. Michigan 3. 38-3439618 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/16/1998 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. 615 S. Washington Avenue, Royal Oak, MI 48067 (Principal office address) 615 S. Washington Avenue, Royal Oak, MI 48067 (Current mailing address)

8. See Attachment (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: c/o CT Corporation System Office Address: 1200 South Pine Island Road Plantation, Florida 33324 (City) (Zip code)

SECRETARIAT OF STATE RE-ATTACHED FLORIDA

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APPROVED BY: [Signature]

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.

By: Claudia L. Saari (Registered agent's signature) Claudia L. Saari Asst. Secretary

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:

A. DIRECTORS

Chairman: _____

Address: _____

Director Vice Chairman: David M. Guida

Address: 615 S. Washington Avenue
Royal, MI 48067

Director: Franciscus J. deRaad

Address: 615 S. Washington Avenue
Royal Oak, MI 48067

Director: Noah D. Teicher

Address: 615 S. Washington Avenue
Royal Oak, MI 48067

B. OFFICERS

President: Franciscus J. deRaad

Address: 615 S. Washington Avenue
Royal Oak, MI 48067

CEO Vice President: Noah D. Teicher

Address: 615 S. Washington Avenue
Royal Oak, MI 48067

Secretary: David M. Guida

Address: 615 S. Washington Avenue Royal Oak, MI 48067

Treasurer: David M. Guida

Address: 615 S. Washington Avenue Royal Oak, MI 48067

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. Noah D. Teicher, CEO
(Typed or printed name and capacity of person signing application)

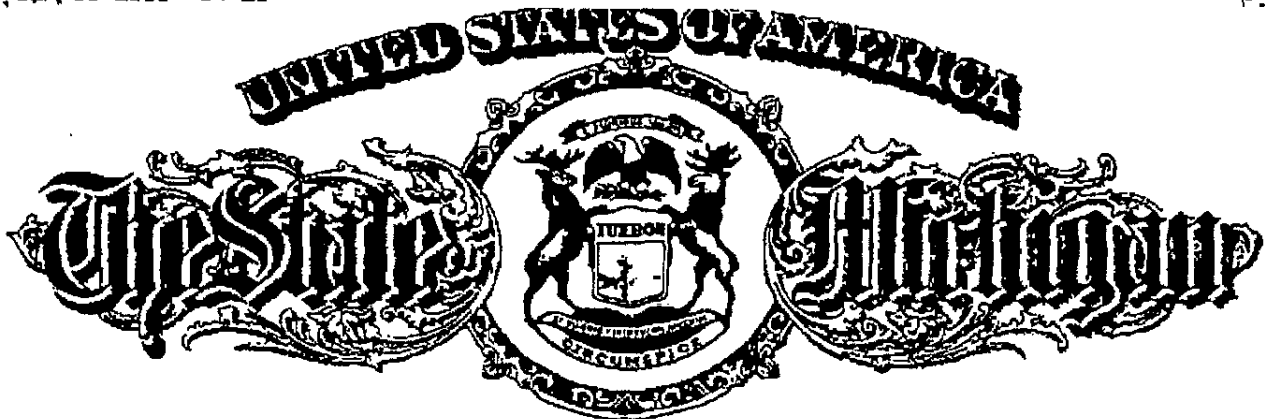
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Appendix to Florida
Application by Foreign Corporation for Authorization to Transact Business in Florida

**Purpose Clause of
E-Mortgage Direct Corp.**

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan, including, but not limited to, mortgage lending and/or brokering.

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TALPOTHSSTP 41310A



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

E-MORTGAGE DIRECT CORP.

was validly incorporated on November 16, 1998, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



Sent by Facsimile Transmission
744343

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 16th day of September, 2003.

Andrew S. [Signature], Director

Bureau of Commercial Services