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HONIGMAN

Honigman Miller Schwartz and Cohn LLP
Attorneys and Counselors

Christopher J. Kawa, Legal Assistant

313-465-7210
Fax: 313-465-7211
cxk@honigman.com

Via Federal Express

September 24, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Midland Advisory Services, Inc.

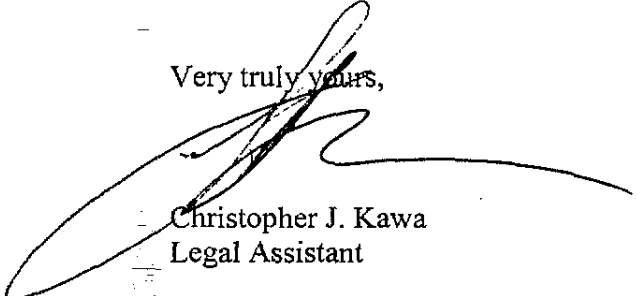
Dear Sir/Madam:

Enclosed for filing on behalf of Midland Advisory Services, Inc., a Michigan corporation, is one original and one duplicate copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida, together with a Certificate of Good Standing from the State of Michigan. In addition, I have enclosed our firm's check in the amount of \$78.75 made payable to the Florida Department of State for the filing and certification fees.

Upon completion of the filing, please return the filed stamped copy and a certified copy of the Application to my attention via the enclosed Federal Express airbill and envelope.

If you have any questions, please call me at (313) 465-7210. Thank you for your assistance with this matter.

Very truly yours,


Christopher J. Kawa
Legal Assistant

Enclosures

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TALLAHASSEE, FLORIDA

**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. Midland Advisory Services, 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. Michigan 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 8, 1983 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. 218 North Charles Street, Suite 500, Baltimore, Maryland 21201
(Principal office address)

218 North Charles Street, Suite 500, Baltimore, Maryland 20201
(Current mailing address)

8. See attached Exhibit A
(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)

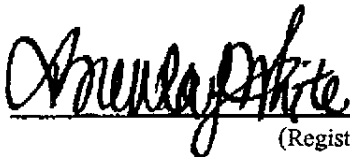
Name: CT Corporation System

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.



(Registered agent's signature)

Brenda L. White
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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Robert J. Banks

Address: 33 Garden Avenue, Suite 1200, Clearwater, FL 33755

Vice Chairman: N/A

Address: _____

Director: Keith J. Gloeckl

Address: 33 Garden Avenue, Suite 1200, Clearwater, FL 33755

Director: Alfred D. Bricker

Address: 33 Garden Avenue, Suite 1200, Clearwater, FL 33755

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Robert J. Banks

Address: 33 Garden Avenue, Suite 1200, Clearwater, FL 33755

Vice President: See attached Exhibit B

Address: _____

Secretary: Keith J. Gloeckl

Address: 33 Garden Avenue, Suite 1200, Clearwater, FL 33755

Treasurer: Don R. Reynolds

Address: 33 Garden Avenue, Suite 1200, Clearwater, FL 33755

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michelle K. Harris
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michelle K. Harris, Vice President
(Typed or printed name and capacity of person signing application)

EXHIBIT A
TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA
OF MIDLAND ADVISORY SERVICES, INC.

8. Among the purposes for which the Corporation is organized are to provide consultation services and portfolio investment advice to pension funds and other institutional investors with respect to mortgage and other real estate investments, as well as to engage in any activity within the purposes for which corporations may be organized under Michigan and Florida laws.

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EXHIBIT B
TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA
OF MIDLAND ADVISORY SERVICES, INC.

12. B. OFFICERS

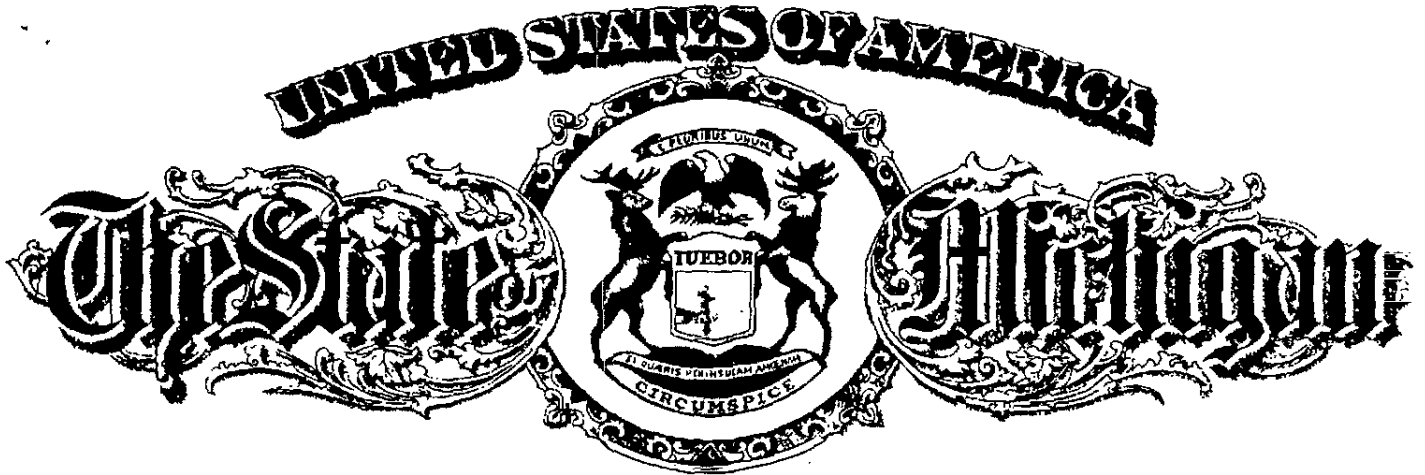
Senior Vice President	Keith J. Gloeckl 33 Garden Avenue, Suite 1200, Clearwater, FL 33755
Senior Vice President	Don R. Reynolds 33 Garden Avenue, Suite 1200, Clearwater, FL 33755
Vice President	Lynn Coovert 33 Garden Avenue, Suite 1200, Clearwater, FL 33755
Vice President	Thomas Vandegrift 33 Garden Avenue, Suite 1200, Clearwater, FL 33755
Vice President	Gary Beck 33 Garden Avenue, Suite 1200, Clearwater, FL 33755
Vice President	Michelle Harris 218 North Charles Street, Suite 500, Baltimore, MD 21201
Vice President	John W. Mullaney 33 Garden Avenue, Suite 1200, Clearwater, FL 33755
Vice President	David R. Olson 33 Garden Avenue, Suite 1200, Clearwater, FL 33755
Vice President	John A. Williamson 7125 Orchard Lake Road, Suite 204, West Bloomfield, MI 48322

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STATE OF FLORIDA
TALLAHASSEE

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Michigan Department of Consumer and Industry Services

Lansing, Michigan

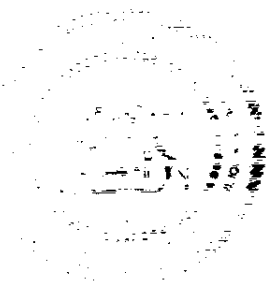
This is to Certify That

MIDLAND ADVISORY SERVICES, INC.

was validly incorporated on June 8, 1983, 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.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 23rd day of September, 2003.

Andrew J. Mitchell, Director

Bureau of Commercial Services