

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Stonegate Mortgage Associates, 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:

Scott Hermann
(Name of Person)

Stonegate Mortgage Associates, Inc
(Firm/Company)

385 West Street
(Address)

West Bridgewater, MA 02379
(City/State and Zip code)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Scott Hermann at (508) 586-7700
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 15, 2005

SCOTT HOFMANN
STONEGATE MORTGAGE ASSOCIATES, INC.
385 WEST STREET
WEST BRIDGEWATER, MA 02379

SUBJECT: STONEGATE MORTGAGE ASSOCIATES, INC.
Ref. Number: W05000051112

We have received your document for STONEGATE MORTGAGE ASSOCIATES, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 705A00067677

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



To whom it may concern:

Enclosed is our Certificate of Good Standing with the State of Massachusetts. Per my discussion earlier today, this is all the State of Florida needs in order to process the paperwork so that we exist.

If you have any questions, please do not hesitate to contact Scott Hofmann at 508-586-7700.

Sincerely, 
Scott Hofmann
Owner

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DIVISION OF CORPORATIONS
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. Stonegate Mortgage Associates, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Massachusetts 3. 20-2885236
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 27th, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 385 West Street West Bridgewater, MA 02379
(Principal office address)

385 West Street West Bridgewater, MA 02379
(Current mailing address)

8. Commercial and Residential Mortgages
(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 NOT acceptable)

Name: Jason Lacerte

Office Address: 1028 Appian Place

Wesley Chapel, Florida 33543
(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.

Jason Lacerte
(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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JIMMY J. SURIN
TALLAHASSEE FLORIDA

A. DIRECTORS

Chairman: Thomas Quinn

Address: 385 West Street

West Bridgewater, MA 02379

Vice Chairman: Ryan Mulholland

Address: 173 Queen City Avenue

Manchester, NH 03103

Director: Scott Hoffmann

Address: 385 West Street

West Bridgewater, MA 02379

Director: _____

Address: _____

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JIMMY A. CURRIE, CLERK
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Thomas Quinn

Address: 385 West Street

West Bridgewater, MA 02379

Vice President: Ryan Mulholland

Address: 173 Queen City Avenue

Manchester, NH 03103

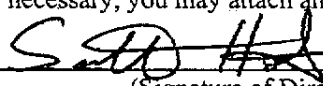
Secretary: Scott Hoffmann

Address: 385 West Street West Bridgewater, MA 02379

Treasurer: Scott Hoffmann

Address: 385 West Street West Bridgewater, MA 02379

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Scott Hoffmann
(Typed or printed name and capacity of person signing application)



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

November 8, 2005

TO WHOM IT MAY CONCERN:

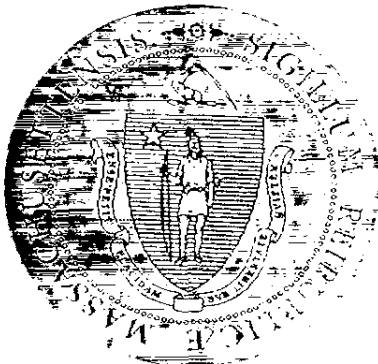
I hereby certify that according to the records of this office,

STONEGATE MORTGAGE ASSOCIATES, INC.

is a domestic corporation organized on **May 3, 2005**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin
Secretary of the Commonwealth