

F98000000070  
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Specialty Mortgage Corporation  
(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:

Kitty Decaney  
(Name of Person)  
Specialty Mortgage Corporation  
(Firm/Company)  
6400 Uptown Blvd., NE, Suite 200E  
(Address)  
Albuquerque, NM 87110  
(City/State/Zip)

9/1/6  
98 JAN - 6 AM 10: 57  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

100002386131--2  
-12/30/97--01072--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Should you need to call someone concerning this matter, please call:

Kitty Decaney at ( 505 ) 346-7657  
(Name of Person) (Area Code & Daytime Telephone Number)

W97-28921

COURIER ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Name conflict  
K98639



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 30, 1997

KITTY DECANEY  
SPECIALTY MORTGAGE CORPORATION  
6400 UPTOWN BLVD., NE, STE. 200E  
ALBUQUERQUE, NM 87110

SUBJECT: SPECIALTY MORTGAGE CORPORATION  
Ref. Number: W97000028921

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We have received your document for SPECIALTY MORTGAGE CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 797A00060907

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Andrew L. Feld, do hereby certify  
(Name)

that this Resolution of the Board of Directors of \_\_\_\_\_

Specialty Mortgage Corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of New Mexico,

was duly adopted on March 5, 1997.

Be it resolved, that Specialty Mortgage Corporation  
(Corporate Name)

organized and existing in the State of New Mexico, hereby adopts the name

SMC Mortgage Corporation

for use in Florida.

Dated: 1/5/98



Signature of either Chairman, Vice Chairman or any officer

Andrew L. Feld, Chairman/CEO/President

Type or print name

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**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. Specialty Mortgage Corporation  
(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. New Mexico 3. 74-2810547  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1-15-97 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Waiting for License approval  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6400 Uptown Blvd., NE, Suite 200E  
Albuquerque, NM 87110  
(Current mailing address)

8. Mortgage Lending  
(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: Kevin F. Jursinski, P.A.

Office Address: 2222 Second Street

Fort Myers, Florida, 33901  
(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.*

 12/29/97  
(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.

See Attached

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)  
See Attached

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: \_\_\_\_\_

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)

Laura B. Pelletier, Vice President/Chief Financial Officer

14. \_\_\_\_\_

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

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#12 A+B

NAME/	TITLE/	RESIDENCE ADDRESS
Andrew Lee Feld	President/CEO	4421 Hidden Valley Cr. Albuquerque, NM 87111
Laura Diane Pelletier	EVP/CFO	12813 Deer Dancer Tr. Albuquerque, NM 87112
Karen Louise Hobson	VP/Regional Sales Mgr	2315 Sunstone Dr., NW Albuquerque, NM 87120
Kristen Michelle Newton	VP/Regional Sales Mgr.	309 1/2 Central Ave. Osseo, MN 55349
Katherine Elizabeth Decaney	Secretary	08 Dee Court Los Lunas, NM 87031
Rodney (none) Reyes	VP/Regional Sales Mgr	14353 N. 99th St. Scottsdale, AZ 85260
Victor Lawrence Rosenthal	VP/Administrative Review	5027 Calle De Carino Albuquerque, NM 87111 (505)291-0139
Sanford Irwin Feld	Director	66 Lake Rd Far Hills, NJ 07931
Philip Vincent Petrocelli	Director	230 Live Oak Dr. Danville, CA 94506
Ronald Harris Thompson	Director	2428 S. Leyden Denver, CO 80222

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STATE OF NEW MEXICO



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OFFICE OF  
**THE STATE CORPORATION COMMISSION**  
CERTIFICATE OF GOOD STANDING AND COMPLIANCE

IT IS HEREBY CERTIFIED that:  
SPECIALTY MORTGAGE CORPORATION

1840628

a corporation organized under the laws of  
NEW MEXICO

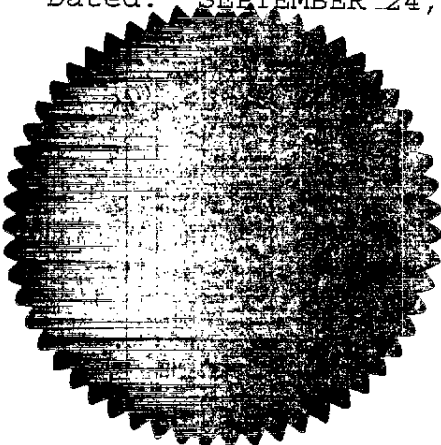
is duly authorized to transact business in New Mexico, as  
a Domestic Profit corporation, under the  
BUSINESS CORPORATION ACT  
(53-11-1 to 53-18-12 NMSA 1978)

having filed its Articles of Incorporation JANUARY 15, 1997  
and Certificate of Incorporation issued as of said date.

IT IS FURTHER CERTIFIED that the fees due the State  
Corporation Commission, which have been assessed against the  
aforesaid corporation, have been paid to date and aforesaid  
corporation is in corporate good standing and duly authorized  
to transact business as its corporate existence has not been  
revoked in New Mexico. This Certificate is not to be construed  
as an endorsement, recommendation or notice of approval of the  
corporation's financial condition or business activities and  
practices. This Certificate of Good Standing and Compliance  
expires MARCH 15, 1999

Dated: SEPTEMBER 24, 1997

In Testimony Whereof, the State Corporation  
Commission of the State of New Mexico has  
caused this certificate to be signed by its  
Chairman and the Seal of said Commission to be  
affixed at the City of Santa Fe



*[Signature]*  
Chairman

*[Signature]*  
Director