

F9800000/365

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: The Fidelity Group, 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:

300002443203--8
-02/27/98--01113--001
*****70.00 *****70.00

Kenneth M Witte
(Name of Person)

The Fidelity Group, Inc.
(Firm/Company)

W98-4530

2859 Paces Ferry Road, Suite 1200
(Address)

Atlanta, GA 30339
(City/State/Zip)

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98 MAR 10 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Ken Witte at (770) 431-6400
(Name of Person) (Area Code & Daytime Telephone Number)

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

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3/10



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 2, 1998

KENNETH M. WITTE
THE FIDELITY GROUP, INC.
2859 PACES FERRY RD., #1200
ATLANTA, GA 30339

SUBJECT: THE FIDELITY GROUP, INC.
Ref. Number: W98000004530

We have received your document for THE FIDELITY GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 798A00011376



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Kenneth M Witte, do hereby certify
that this Resolution of the Board of Directors of The Fidelity Group, Inc.

a corporation duly organized and existing under the laws of the State of Georgia
was duly adopted on October 31, 1997.

Resolved, that The Fidelity Group, Inc., organized
and existing in the State of Georgia, hereby adopts the
name 1st Republic Funding, Inc.
for use in Florida.

Dated: March 4, 1998

Signature of at least one director

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. The Fidelity Group, 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. Georgia 3. 58-2352779
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/31/97 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

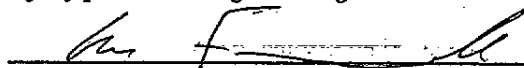
7. 2859 Paces Ferry Road, Suite 1200
Atlanta, GA 30339
(Current mailing address)

8. Mortgage Banking
(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
(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)
ALLAN APPELL, ASSISTANT 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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: See below for Directors and Officers

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: Kenneth M Witte

Address: 2859 Paces Ferry Road, Suite 1200, Atlanta, GA 30339

E. Vice President: John K Steele

Address: Same as above

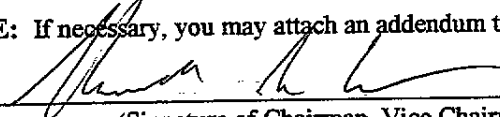
EVP
~~Secretary~~ J. Douglas Casbon

Address: Same as above

~~Treasurer~~ Snr VP-Corporate Secretary
Nicholas T Steele

Address: Same as above

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. Kenneth M Witte, President
(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980220103
CONTROL NUMBER : 9738714
DATE INC/AUTH/FILED: 10/31/1997
JURISDICTION : GEORGIA
PRINT DATE : 01/22/1998
FORM NUMBER : 211

RENEE BROWN/THE FIDELITY GROUP
2859 PACES FERRY RD, STE 1200
ATLANTA GA 30359

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

THE FIDELITY GROUP, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey

LEWIS A. MASSEY
SECRETARY OF STATE

