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F98000003342

C T Corporation System.

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

300002558659--6
-06/12/98--01084--006
*****70.00 *****70.00

Continental Wingate Capital - Southeast Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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DIVISION OF CORPORATIONS

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Continental Wingate Capital - Southeast, 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. 58-2312035
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/17/97 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 75 Central Street
Boston, MA 02109
(Current mailing address)

8. all lawful purposes -- mortgage broker
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:
Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM
James Stewart
(Registered agent's signature) (Officer)
SPECIAL ASST. SECRETARY
(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

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

Chairman: Todd Schuster
Address: 75 Central Street
Boston, MA 02109

Director: Michael D. Berman
Address: 75 Central Street
Boston, MA 02109

Director: James Curtis
Address: 75 Central Street
Boston, MA 02109

Director: Jeffrey M. Goodman
Address: 75 Central Street
Boston, MA 02109

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

President: Michael D. Berman
Address: 75 Central Street
Boston, MA 02109

Vice President: James Curtis
Address: 75 Central Street
Boston, MA 02109

Secretary: Jeffrey M. Goodman
Address: 75 Central Street
Boston, MA 02109

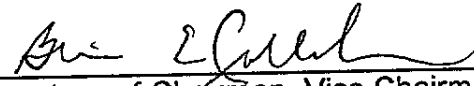
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TALLAHASSEE FLORIDA

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Treasurer: Brian E. Callahan
Address: 75 Central Street
Boston, MA 02109

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. Brian E. Callahan Treasurer
(Typed or printed name and capacity of person signing application)

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

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CT CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

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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

CONTINENTAL WINGATE CAPITAL - SOUTHEAST, 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