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CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
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City State Zip Phone

CORPORATION(S) NAME

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TALLAHASSEE, FLORIDA

ABN AMRO Mortgage Group, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
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LIVALLIO CORPORATION

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. ABN AMRO Mortgage 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. Delaware

(State or country under the law of which it is incorporated)

3. 36-3744610

(FEI number, if applicable)

4. January 3, 1991

(Date of incorporation)

5. Perpetual

(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 817.156, F.S.))

7. Attn: Tom Rosiello, 135 S. LaSalle Street, Room 925, Chicago,

Illinois 60603

(Current mailing address)

8. See attached purpose clause

(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

Francis P. Regan

(Registered agent's signature) (Officer)

Francis P. Regan Asst Secy

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
ABN AMRO Mortgage Group, Inc.**

The purpose of the corporation is to engage in the business of mortgage lending including origination, purchase, sale and servicing of loans secured by real estate.

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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

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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ABN AMRO MORTGAGE GROUP, INC. LIST OF OFFICERS AND DIRECTORS

1 Jeffrey L. Conner - 100 E. Huron St., Apt. 3801, Chicago, IL 60611
Director and Chairman of the Board

3 Stanley H. Rhodes - 5415 Village Road, Saline, MI 48176
Director and President

1 Scott K. Heitmann - 215 Shadow Lane Northfield, IL 60093
Director

2 Joseph E. Krul - 4525 Dow Ridge, Orchard Lake, MI 48324
Executive Vice President

2 Richard Geary - 1732 Chalmette Ct., Naperville, IL 60565
Senior Vice President

2 Robert L. Spehar - 15745 Lorway, Mt. Clemens, MI 48038
Senior Vice President

2 Clayton J. Tribble - 3300 Quail Ridge Cr, Rochester Hills, MI 48309
Senior Vice President

2 Stewart W. Fleming - 1171 Hawthorne, Grosse Pointe, MI 48236
Senior Vice President

2 Margaret S. Feskorn - 19074 Norton, Eastpointe, MI 48021
Senior Vice President

1 Martin L. Eisenberg - 1332 Logsdon Ln, Buffalo Grove, IL 60089
Vice President

2 Frederick A. Bartel - 498 University, Grosse Pointe, MI 48230
Vice President

1 Thomas A. Rosiello - 12850 Shoshone Rd, Palos Heights, IL 60463
Secretary

1 Carol Lynn Tenyak - 27W671 Brookside Dr, Winfield, IL 60190
Assistant Secretary

3 Karen S. Jackson - 24407 Rockford, Dearborn, MI 48124
Assistant Secretary

2 Greg L. Howard - 71220 Fisher, Romeo, MI 48065
Assistant Vice President

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2 Karin A. Yarde - 5530 Langlois, West Blmf, MI 48322
Assistant Vice President

2 Connie L. Schafer - 8695 Forest Court, Warren, MI 48093
Officer

Footnotes indicate business address of each of the above officers and directors:

1 ABN AMRO North America, Inc. 135 South La Salle Street Chicago Il.; 60603
Tax ID 13-2734729; incorporated June 19, 1992 in the state of Delaware

2 ABN AMRO Mortgage Group, Inc. (formerly know as Craigain Financial Corp.)
2600 West Big Beaver Road, Troy MI; 48084; Tax ID 36-3744610; incorporated January 3,
1991 in the State of Delaware.

3 ABN AMRO Mortgage Group, Inc; 777 East Eisenhower Pky., Suite 700; Ann Arbor; MI;
48108

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Treasurer: _____

Address: _____

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

13. Thomas A. Rosiello
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas A. Rosiello, Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State


PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ABN AMRO MORTGAGE GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

9498636

DATE:

12-31-98

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DELAWARE

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