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Service in 19... Corporation representatives in Every State

JAMES A. CURRAN
JOSEPH J. COLLOPY
TERESA MAGEE

IRA S. PIMM, JR.
CONSULTANT

Corporation Guarantee and Trust Company

TWO GREENWOOD SQUARE, SUITE 110
3331 STREET ROAD, BENSALEM, PA 19020
TELEPHONES: (800) 563-6131 • (215) 633-8144
FAX (215) 633-8160
E-MAIL: corpguar@com

September 13, 2002

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*****130.00 *****130.00

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

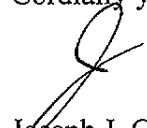
RE: EMAX FINANCIAL GROUP, LLC

To Whom It May Concern:

Enclosed is duplicate Application for Registration of the above limited liability company for filing with your office, together with Certificate of Standing and our \$130.00 check to cover filing fee.

Please send your usual acknowledgment and receipt to this office when the filing has been completed. Thank you.

Cordially yours,


Joseph J. Collopy
Vice President

02 SEP 20 PM 12: 14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

JJC/J
Enclosures

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

FILED
SEP 20 PM 12:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- 1. EMAX FINANCIAL GROUP, LLC
(Name of foreign limited liability company)
- 2. US VIRGIN ISLANDS
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. _____
(FEI number, if applicable)
- 4. APRIL 23, 2002
(Date of Organization)
- 5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 36A-37 DRONNINGENS GADE, 2ND FL
CHARLOTTE AMALIE, US VIRGIN ISLANDS
(Street address of principal office)

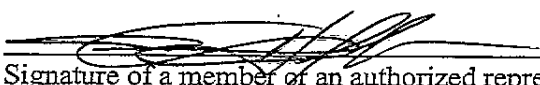
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

MITCHELL L HEFFERNAN 95 COVE ROAD, LYME CT 06371

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: DESIGNATED SERVICE BUSINESS - SERVING CLIENTS OUTSIDE THE US VIRGIN ISLANDS PROVIDING ACQUISITIONS OF MORTGAGE AND HOME EQUITY LOANS FOR SALE IN THE SECONDARY MARKETS


Signature of a member of an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

MITCHELL L HEFFERNAN - MANAGER
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

EMAX FINANCIAL GROUP, LLC

2. The name and the Florida street address of the registered agent and office are:

EDWIN F BLANTON

(Name)

825 THOMASVILLE ROAD

Florida street address (P.O. Box **NOT** ACCEPTABLE)

TALLAHASSEE

FL

32303

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

FILED
02 SEP 20 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES**

-0-

CHARLOTTE AMALIE, ST. THOMAS, VI 00802

OFFICE OF THE LIEUTENANT GOVERNOR

CERTIFICATE OF EXISTENCE

To Whom These Presents Shall Come:

FILED
02 SEP 20 PM 12:14
STATE
TALLAHASSEE, FLORIDA

I, GERARD LUZ JAMES II, Lieutenant Governor of the Virgin Islands, do hereby certify:

That EMAX FINANCIAL GROUP, LLC filed Articles of Organization with the Office of the Lieutenant Governor on April 23, 2002 and the Company is duly organized under the laws of the United States Virgin Islands;

That the duration of this Limited Liability Company is perpetual;

That the company has paid all applicable fees to date; and

That Articles of Termination have not been filed by the company.

In Witness Whereof, I have hereunto set my hand and affix the seal of the Government of the United States Virgin Islands, at Charlotte Amalie, this 23rd day of August, A.D., 2002.


GERARD LUZ JAMES II
Lieutenant Governor of the Virgin Islands

