

CT CORPORATION SYSTEM

FO00000000075

120 S. Central Ave.
Suite 400
Clayton, MO 63105
Tel. 314-863-5545
Fax 314-863-1578

December 21, 1999

To: S/S FL

Re: Mortgagebid.com, Inc. (DE Dom)
Order #2000060

700003085077--3
-12/30/99--01087--001
*****70.00 *****70.00

From: Naomi Green - CT Clayton

Please file the enclosed Application for Certificate of Authority. Enclosed are the required fees.

Please send evidence to the undersigned.

Thank You,

N. Green

Naomi Green

Enclosures

FILED
DEC 30 PM 5:00
FEB 10 1999
FEB 10 1999

FOO-75

Name	<i>FL</i>
Availability	<i>1-5</i>
Document	<i>FL</i>
Examination	<i>FL</i>
Updated	<i>FL</i>
Updated	<i>FL</i>
Verified	<i>FL</i>
Acknowledgment	<i>FL</i>
W. P. Vautier	<i>FL</i>

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. Mortgagebid.com, 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. 43-1845535
(FEI number, if applicable)
4. March 18, 1999
(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 817.155, F.S.))
7. 11520 St. Charles Rock Road, Suite 212, St. Louis, Missouri 63044
(Current mailing address)
8. Internet services for mortgage borrowers.
(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

(Registered agent's signature) (Officer)

Jonathan L. Miles, Asst. Secretary
(Type Name and Title of Officer)

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: Robert T. Topping

Address: 20 Vicksburg Station
St. Charles, MO 63303

Vice Chairman: Louis J. Hawn, Jr.

Address: 19325 Deer Pointe Estates Drive
Glencoe, MO 63038

Director: Thomas J. Hill

Address: 12827 Topping Manor
Town & Country, MO 63131

Director: Ross E. Topping

Address: 8602 Ashbury
Orlando, FL 32818

B. OFFICERS

President: R. Topping

Address: 11520 St. Charles Rock Road, Suite 212
St. Louis, Missouri 63044

Vice President: _____

Address: _____

Secretary: R.E. Topping

Address: 11520 St. Charles Rock Road, Suite 212
St. Louis, Missouri 63044

FILED
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SECRETARY OF STATE
MISSOURI

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)

14. R. Topping, President

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

FILED

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SECRETARY'S OFFICE

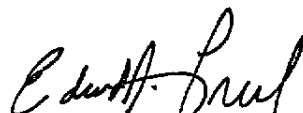
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORTGAGEBID.COM 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 FIFTEENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.





Edward J. Freel, Secretary of State

3018721 8300

AUTHENTICATION: 0142922

991540017

DATE: 12-15-99