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BENNETT
&
FORTS
ATTORNEYS AT LAW
(A PROFESSIONAL CORPORATION)

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January 18, 2000

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/28/00-01045-005
*****70.00 *****70.00

RE: Sherwood Mortgage Group, Inc

F-555

Dear Sir/Madam:

Kindly be advised that this office represents the above-referenced, a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts. In that regard, I enclose herewith the following documents:

1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Certificate of Legal Existence issued December 15, 1999 by the Secretary of the Commonwealth of Massachusetts; and
4. Our check in the amount of \$70.00 representing the filing fee for the same.

Kindly file the application at your earliest convenience and issue a letter of acknowledgment. A self-addressed stamped envelope is enclosed for your convenience. I thank you for your cooperation. In the event that you have any questions relative to this matter, please do not hesitate to me directly.

Very truly yours,
BENNETT & FORTS, P.C.

By Arthur S. Holmquist
Arthur S. Holmquist, Esquire

ASH/lf
Enclosure
cc: Sherwood Mortgage Group, Inc

5pgs

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1/31

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: Sherwood Mortgage 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:

Arthur S. Holmquist, Esquire
(Name of Person)

Bennett & Forts, P. C.
(Firm/Company)

1093 Main Street
(Address)

Holden, MA 01520
(City/State/Zip)

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

Arthur S. Holmquist at (508) 829/ 6901
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

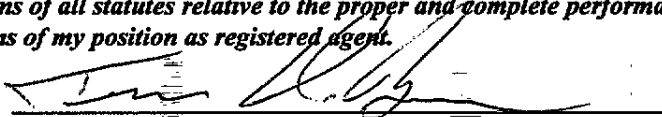
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Sherwood 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. Massachusetts
(State or country under the law of which it is incorporated)
3. 04/2727674
(FEI number, if applicable)
4. March 27, 1991
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. a. One Ararat Street, Worcester, MA 01606
(Principal office address)
b. One Ararat Street, Worcester, MA 01606
(Current mailing address)
8. Mortgage Broker/Lender
(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: Corporate Risk Management
Office Address: 1581 Robert W. Conlan Blvd., Ste. 106
Palm Bay, Florida 32905
(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)

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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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Gary A. Shusas

Address: 101 Mt. Vernon Street, Unit 1
Boston, MA 02108

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Gary A. Shusas

Address: 101 Mt. Vernon Street
Boston, MA 02108

Vice President: Linda I. Bates Shusas

Address: 101 Mt. Vernon Street
Boston, MA 02108

Secretary: Arthur S. Holmquist

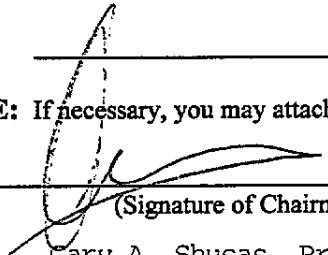
Address: 1093 Main Street
Holden, MA 01520

Treasurer: Gary A. Shusas

Address: _____

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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. Gary A. Shusas, President/Treasurer
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

December 15, 1999

TO WHOM IT MAY CONCERN:

I hereby certify that according to records in this office, FFP, INC. was incorporated under the General Laws of this Commonwealth on April 1, 1981.

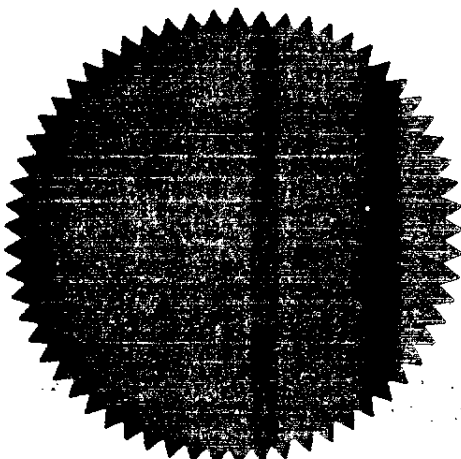
I also certify that by Articles of Amendment filed here September 16, 1981, the name of said corporation was changed to G. A. SHUSAS & CO., INC.

I further certify that by Articles of Amendment filed here March 8, 1983, the name of said corporation was changed to THE SHERWOOD GROUP, INC.

I also certify that by Articles of Amendment filed here January 1, 1997, the name of said corporation was changed to SHERWOOD MORTGAGE GROUP, INC.

I further certify that as far as appears of record here, said corporation still has a legal existence.

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TALLAHASSEE FLORIDA



JM

In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the Division within thirty days after the effective date of the merger or consolidation.

