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ACCOUNT NO. : 072100000032

REFERENCE : 561638 7203140

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyzdek

ORDER DATE : January 24, 2000

ORDER TIME : 10:01 AM

ORDER NO. : 561638-060

CUSTOMER NO: 7203140

200003122582-2

CUSTOMER: Ms. A Carter J. Plashal
Gmac Model Home Finance, Inc.
7204 Glen Forest Dr. Suite 201

Richmond, VA 23226

FOREIGN FILINGS

NAME: TOLONE, INC.

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

BK
2/3/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -3 PM 2:16

RECEIVED
00 FEB -3 PM 12:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -3 PM 2:16

**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. TOLOne, 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. Virginia 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/7/00 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 10900 Nuckols Road, 3rd Floor
Glen Allen, VA 23060
(Current mailing address)

8. Real Estate Transactions
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: Carol K. Dolor
(Registered agent's signature) Carol K. Dolor,
Asst. Vice President

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

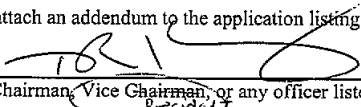
Secretary: _____

Address: _____

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. Thomas R. Kranz, Vice President
(Typed or printed name and capacity of person signing application)

TOLOne, Inc.
List of Officers

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VIRGINIA
DEPT OF CORPORATIONS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Gregory B. Schultz	President	8400 Normandale Lake Blvd., Suite 1475 Minneapolis, MN 55437
Barry Dunleavy	Vice President	8400 Normandale Lake Blvd., Suite 1475 Minneapolis, MN 55437
Brian Murray	Vice President	10900 Nuckols Road, 3 rd Floor Glen Allen, VA 23060
Thomas R. Kranz	Vice President	10900 Nuckols Road, 3 rd Floor Glen Allen, VA 23060
Donald V. Pierce	Vice President	8400 Normandale Lake Blvd., Suite 1475 Minneapolis, MN 55437
Mark P. Paniccia	Assistant Vice President	10900 Nuckols Road, 3 rd Floor Glen Allen, VA 23060
Michael J. Seats	Secretary	8400 Normandale Lake Blvd., Suite 1475 Minneapolis, MN 55437
Jane D. Cooper	Assistant Secretary	10900 Nuckols Road, 3 rd Floor Glen Allen, VA 23060
Karen M. Counts	Assistant Secretary	10900 Nuckols Road, 3 rd Floor Glen Allen, VA 23060
Anne C. Plashal	Assistant Secretary	10900 Nuckols Road, 3 rd Floor Glen Allen, VA 23060
Timothy Stoker	Assistant Secretary	8400 Normandale Lake Blvd., Suite 1475 Minneapolis, MN 55437
Marilyn Hiscock	Assistant Secretary	8400 Normandale Lake Blvd., Suite 1475 Minneapolis, MN 55437
Karen Wallin	Assistant Secretary	8400 Normandale Lake Blvd., Suite 1475 Minneapolis, MN 55437

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

TOLOne, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is January 07, 2000.

Nothing more is hereby certified.

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*Signed and Sealed at Richmond on this Date:
January 27, 2000*



Joel H. Peck

Joel H. Peck, Clerk of the Commission