

**50000000850**



ACCOUNT NO. : 072100000032

REFERENCE : 585555 4805290

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 70.00

FILED  
00 FEB 15 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 11, 2000

ORDER TIME : 11:43 AM

ORDER NO. : 585555-005

700003135847--9

CUSTOMER NO: 4805290

CUSTOMER: Ann Spitler, Paralegal  
Sachnoff & Weaver, Ltd.  
Suite 2900  
30 South Wacker Drive  
Chicago, IL 60606

FOREIGN FILINGS

NAME: GUARANTEED RATE.COM, INC.

XXXX QUALIFICATION (TYPE: CO)

*F20-750*  
*2-15*

Document	<i>OK</i>
Exhibit	<i>OK</i>
Code	<i>OK</i>
Under	<i>OK</i>
Ver	<i>OK</i>
Adm	<i>OK</i>
M. P. Ver	<i>OK</i>

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- \_\_\_\_\_ CERTIFIED COPY
- XX \_\_\_\_\_ PLAIN STAMPED COPY
- \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

RECEIVED  
00 FEB 15 PM 12:09  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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. GUARANTEED RATE.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. 36-4327855 (FEI number, if applicable)

4. 11/09/1999 (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. 19 WEST JACKSON, SUITE 210
CHICAGO, ILLINOIS 60604
(Current mailing address)

8. TO TRANSACT ANY OR ALL LAWFUL ACTS OR ACTIVITIES FOR WHICH A CORPORATION MAY BE ORGANIZED UNDER THE DELAWARE GENERAL CORPROATION LAW, AS PERMITTED UNDER THE FLORIDA BUSINESS CORPORATION ACT.
(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: [Signature]
(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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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TALLAHASSEE, FLORIDA

**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: \_\_\_\_\_

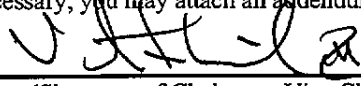
Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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TALLAHASSEE, FLORIDA

**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. Victor Ciardeli, President  
(Typed or printed name and capacity of person signing application)

**OFFICERS & DIRECTORS OF**  
**GUARANTEED RATE.COM, INC.**

**Officers:**

**President, Chief Executive  
Officer and Treasurer**

Victor Ciardelli  
2036 H North Southport  
Chicago, Illinois 60614

**Executive Vice President of  
Operations and Secretary**

John Shaw  
4523 North Hamilton  
Chicago, Illinois 60625

**Executive Vice President of  
Marketing**

Doug Mele  
1956 North Dayton  
Chicago, Illinois 60614

**Executive Vice President of  
Broker Relations**

Burt Fujishima  
4339 North Paulina  
Chicago, Illinois 60613

**Executive Vice President of  
Broker Relations**

Sean Gaughan  
3255 North Southport  
Chicago, Illinois 60657

**Executive Vice President of  
Corporate Communications**

Pat Navin  
1323 Cleveland  
Evanston, Illinois 60202

**Directors:**

Victor Ciardelli  
2036 H North Sedgewick  
Chicago, Illinois 60614

John Shaw  
4523 North Hamilton  
Chicago, Illinois 60625

Doug Mele  
1956 North Dayton  
Chicago, Illinois 60614

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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 "GUARANTEED RATE.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 ELEVENTH DAY OF FEBRUARY, A.D. 2000.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GUARANTEED RATE.COM, INC." WAS INCORPORATED ON THE NINTH DAY OF NOVEMBER, A.D. 1999.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0253526  
DATE: 02-11-00