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DAVID K. STEIN & ASSOCIATES
ATTORNEYS AT LAW
32 WEST HOSTER STREET, SUITE 100
COLUMBUS, OHIO 43215-5632

DAVID K. STEIN
JENNIFER C. GOLDSON

TELEPHONE (614) 221-9100
FAX (614) 221-7145

February 7, 2000

Florida Secretary of State
Registration Section
Division of Corporation
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32314

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-02/11/00--01008--011
*****87.50 *****87.50

Re: Residential Finance Corporation

Dear Sir or Madam:

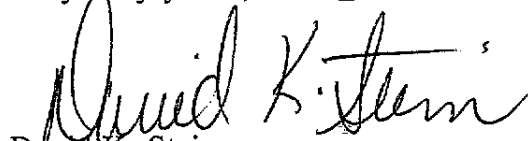
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Enclosed for immediate filing please find an original Transmittal Letter, an original and two copies of the Application by Foreign Corporation for Authorization to Transact Business in Florida, a Good Standing Certificate from Ohio, and our firm's check in the amount of \$87.50 to cover filing fees, a Certificate of Status, and a Certified Copy.

Please forward the Certificate of Status, Certified Copy and any file-stamped copies to the undersigned at the address listed above. Should you have any questions, do not hesitate to contact me collect at 614-221-9100.

Your prompt attention to this matter is appreciated.

Very truly yours,


David K. Stein

Enclosures

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TALLAHASSEE FLORIDA

DAVID K. STEIN & ASSOCIATES

ATTORNEYS AT LAW
32 WEST HOSTER STREET, SUITE 100
COLUMBUS, OHIO 43215-5632

DAVID K. STEIN
JENNIFER C. GOLDSON

TELEPHONE (614) 221-9100
FAX (614) 221-7145

February 1, 2000

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: **Residential Finance Corporation**

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:

David K. Stein, Esq.
David K. Stein & Associates
32 W. Hoster St., Suite 100
Columbus, OH 43215

Should you need to call someone concerning this matter, please call David Stein at 614-221-9100. Enclosed please find our firm's check in the amount of \$87.50 for the filing fee, Certificate of Status and Certified Copy.

Thank you for your attention to this matter.

Very truly yours,



David K. Stein

Enclosures

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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. Name of the corporation is **RESIDENTIAL FINANCE CORPORATION.**
2. State under the law of which it is incorporation is **Ohio.**
3. Federal Tax Identification Number is: **31-1534662**
4. Date of Incorporation: **5/21/97**
5. Duration of existence: **Perpetual**
6. Date first transacted business in Florida: Have not yet conducted business in Florida.
7. Current mailing address: 555 South Front St., Suite 350, Columbus, Ohio 43215.
8. Purpose of the corporation authorized in home state to be carried out in the State of Florida: To engage in any lawful act or activity for which corporations may be formed including mortgage lending.
9. Name and street address of Florida registered agent: CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324.
10. 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.

CT CORPORATION SYSTEM

By: *E. P. Record*

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TALLAHASSEE FLORIDA

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 the official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Name and addresses of the officers and directors:

A. Directors:

Michael Isaacs, 555 South Front Street, Columbus, OH 43215

David K. Stein, 32 West Hoster St., Suite 100, Columbus, OH 43215

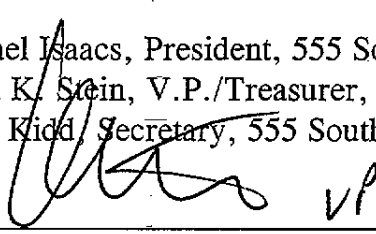
B. Officers:

Michael Isaacs, President, 555 South Front Street, Columbus, OH 43215

David K. Stein, V.P./Treasurer, 32 W. Hoster St., Columbus, OH 43215

Tracy Kidd, Secretary, 555 South Front Street, Columbus, OH 43215

13.

 VP

David K. Stein, Vice President/Treasurer

14. Name of person signing application: David K. Stein, Vice President/Treasurer.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show RESIDENTIAL FINANCE CORPORATION, an Ohio corporation, Charter No. 979378, having its principal location in Columbus, County of Franklin, was incorporated on May 21st, 1997 and is currently in GOOD STANDING upon the records of this office.

FILED
00 FEB 11 PM 3:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WITNESS my hand and official seal

at Columbus, Ohio on

December 23, 1999



J. Kenneth Blackwell
Secretary of State