



F0000000/583

March 13, 2000

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-03/21/00--01085--001
*****70.00 *****70.00

**Re: Certificate of Authority
Cendant Mobility Financial Corporation**

To Whom It May Concern:

I have enclosed, for filing, application for certificate of authority for the above-referenced entity along with the appropriate supporting documents and filing fees. Expedited service is requested.

Please send evidence of filing to my attention. There is an additional copy enclosed for this purpose. My direct telephone number is 973-496-7263 if there are any questions.

Thank you very much for your assistance.

Sincerely,

Mary Ellen Rizzo
Mary Ellen Rizzo
Senior Paralegal

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00 MAR 21 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4c



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. Cendant Mobility Financial Corporation
(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. 06-1569575
(FEI number, if applicable)
4. December 22, 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. 6 Sylvan Way, Parsippany, New Jersey 07054

(Current mailing address)
8. See attached
(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)

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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

Charles W. Meyer

(Registered agent's signature) (Officer)

CHARLES W. MEYER

ASSISTANT 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: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

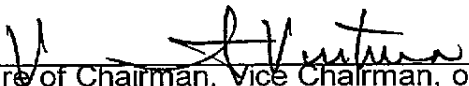
Address: _____

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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. Vincent Ventura, Vice President
(Typed or printed name and capacity of person signing application)

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Directors, Officers Report

Cendant Mobility Financial Corporation

March 09, 2000

DIRECTORS

James E. Buckman	Director
Primary Address:	6 Sylvan Way Parsippany, New Jersey 07054
Richard A. Smith	Director
Primary Address:	6 Sylvan Way Parsippany, NJ 07054
Andrew L. Stidd	Director
Primary Address:	Global Securitization Services, LLC 114 West 47th Street Suite 1715 New York, NY 10036 USA

OFFICERS

Richard A. Smith	President
Primary Address:	6 Sylvan Way Parsippany, NJ 07054
James E. Buckman	Executive Vice President
Primary Address:	6 Sylvan Way Parsippany, New Jersey 07054
Jon F. Danski	Executive Vice President and Chief Accounting Officer
Primary Address:	6 Sylvan Way Parsippany, NJ 07054
Stephen P. Holmes	Executive Vice President
Primary Address:	6 Sylvan Way Parsippany, New Jersey 07054
David M. Johnson	Executive Vice President
Primary Address:	6 Sylvan Way Parsippany, NJ 07054
Eric J. Bock	Senior Vice President and Assistant Secretary
Primary Address:	9 West 57th Street 37th Floor New York, NY 10019
John E. Borger	Senior Vice President and Assistant Secretary
Primary Address:	83 Wooster Heights Road Danbury, CT 06810 USA
Duncan H. Cocroft	Senior Vice President and Treasurer
Primary Address:	6 Sylvan Way Parsippany, NJ 07054

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Mobility Financial Corporation

John T. McClain Primary Address:	6 Sylvan Way Parsippany, NJ 07054	Senior Vice President, Finance
Jeanne M. Murphy Primary Address:	6 Sylvan Way Parsippany, NJ 07054	Senior Vice President and Secretary
Dennis O'Gara Primary Address:	40 Apple Ridge Road Danbury, CT 06810	Senior Vice President and Chief Financial Officer
Eric Barnes Primary Address:	40 Apple Ridge Road Danbury, CT 06810	Vice President, Finance and Controller
Vincent Ventura Primary Address:	6 Sylvan Way Parsippany, NJ 07054	Vice President, Tax
Mark E. Johnson Primary Address:	307 International Circle Hunt Valley, MD 21030	Assistant Treasurer
John M. Peterson Primary Address:	6 Sylvan Way Parsippany, NJ 07054	Assistant Treasurer
Raymond A Wells Primary Address:	40 Apple Ridge Road Danbury, CT 06810	Assistant Secretary

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**CENDANT MOBILITY FINANCIAL CORPORATION
PURPOSE CLAUSE**

**To purchase, take assignment of, acquire, own, hold, sell, assign,
receivables and other rights and interest under or related to contracts
for the provision of relocation services.**

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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 "CENDANT MOBILITY FINANCIAL CORPORATION" 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 THIRTEENTH DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

0309934

DATE:

03-13-00