F00000001735

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

000003188170--9
-03/29/00--01028--008
*****70.00 *****70.00

CORPORATION(S) NAME

PHH Broker Partner Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 PM 1:30

(x) Profit () Nonprofit	() Amendment	() Merger
(x) Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC
() Certified Copy	() Photocopies	() CUS
() Call When Ready (x) Walk In () Mail Out	() Call If Problem () Will Wait	() After 4:30 (x) Pick Up

Name 03/29/00
Availability__________
Document
Examiner__________
Updater__________
Verifier__________
Acknowledgement_____
W.P. Verifier__________

FILE FIRST

RECEIVED
00 MAR 29 PM 12:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3/29/00

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:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -3 PM 1:30

1. PHH Broker Partner 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. Maryland
(State or country under the law of which it is incorporated)

3. 52-1693434
(FEI number, if applicable)

4. 7/26/90
(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. 3000 Leadenhall Rd
Mt. Laurel, NJ 08054
(Current mailing address)

8. mortgage banking
(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)

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)

(FL - 2189 - 11/16/94)

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:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 PM 1:30

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: ______________________

____

Treasurer: ______________________________

Address: ______________________________

____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. V. Ventura
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 PM 1:30

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

Directors, Officers Report

PHH Broker Partner Corporation

February 23, 2000

DIRECTORS

James E. Buckman — **Director**
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054

Stephen P. Holmes — **Director**
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054

OFFICERS

Terence W. Edwards — **President**
Primary Address: 3000 Leadenhall Road
Mt. Laurel, NJ 08054

James E. Buckman — **Executive Vice President and Assistant Secretary**
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054

Jon F. Danski — **Executive Vice President, Finance and Chief Accounting Officer**
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

David M. Johnson — **Executive Vice President, Finance**
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

William F. Brown — **Senior Vice President, General Counsel & Assistant Secretary**
Primary Address: 3000 Leadenhall Road
Mt. Laurel, NJ 08054

Duncan H. Cocroft — **Senior Vice President and Treasurer**
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

[redacted] — **[redacted]ent**
~~3000 Leadenhall Road~~
[redacted]4

Jeanne M. Murphy — **Senior Vice President and Secretary**
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Vincent Ventura — **Vice President, Tax**
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Eric J. Bock — **Assistant Secretary**
Primary Address: 9 West 57th Street
37th Floor
New York, NY 10019

PHH Broker Partner Corporation

Scott J. Bojczuk		**Assistant Secretary**
Primary Address:	6 Sylvan Way Parsippany, NJ 07054	
Gerry Gager		**Assistant Secretary**
Primary Address:	3000 Leadenhall Road Mt. Laurel, NJ 08054	
Michael P. Gozdan		**Assistant Secretary**
Primary Address:	3000 Leadenhall Road Mt. Laurel, NJ 08054	
Mark E. Johnson		**Assistant Treasurer**
Primary Address:	307 International Circle Hunt Valley, MD 21030	
John M. Peterson		**Assistant Treasurer**
Primary Address:	6 Sylvan Way Parsippany, NJ 07054	
D. Dewey Watson		**Assistant Vice President**
Primary Address:	3000 Leadenhall Road Mt. Laurel, NJ 08054	

STATE OF MARYLAND
Department of Assessments and Taxation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 29 PM 1:30

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS , OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT PHH BROKER PARTNER CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MARCH 27, 2000.

Paul B. Anderson

Paul B. Anderson
Charter Division

SCUTO BONAE VOLUNTATIS TUAE CORONASTI NOS
1632

301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0000571389
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

crbink