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March 20, 2000

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/27/00--01132--010
*****78.75 *****78.75

Re: Application for Certificate of Authority - Netfirst Mortgage.net, Inc.
[BJM&H File No. 1794.27]

CUS

MJH

Gentlemen:

On behalf of Netfirst Mortgage.net, Inc., I am enclosing the following documents as our application for qualification to do business in Florida:

1. One (1) original and one (1) conformed copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. A Georgia Certificate of Existence; and
3. A check in the amount of \$78.75, payable to the Florida Department of State in payment of the applicable fees.

Please process this filing in your normal manner. Please call me at the above-noted telephone number if you have any questions or if you need additional information.

Sincerely,

Rich Jones

Richard W. Jones

Enclosures

cc: Netfirst Mortgage.net, Inc.

00 MAR 27 AM 8:35
H1110
SECRETARY OF STATE
DIVISION OF CORPORATIONS

{A0006554.DOC}

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. NETFIRST MORTGAGE.NET, 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. Georgia (State or country under the law of which it is incorporated) 3. 58-250-8964 (FEI number, if applicable)

4. 12/15/99 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist "perpetual")

6. None (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1669 Phoenix Pkwy., Ste. 150, Atlanta, Georgia 30349 (Current mailing address)

8. residential mortgage company (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)

00 MAR 27 AM 8:35 SECRETARY OF STATE DIVISION OF CORPORATIONS

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.

(Registered agent's signature) Deborah D. Skipper as its agent

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)

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

Chairman: W.D. Everitt, Jr.

Address: 1669 Phoenix Pkwy., Ste. 150, Atlanta, GA 30349

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: W.D. Everitt, Jr.

Address: 1669 Phoenix Pkwy., Ste. 150, Atlanta, GA 30349

Vice President: John Linville

Address: 1669 Phoenix Pkwy., Ste. 150, Atlanta, GA 30349

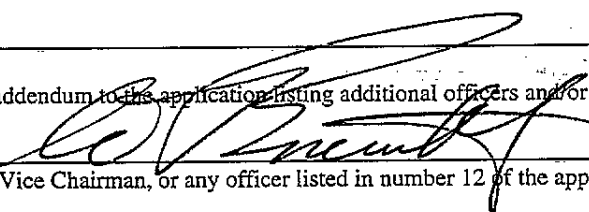
Secretary: Joseph Agostino

Address: 1669 Phoenix Pkwy., Ste. 150, Atlanta, GA 30349

Treasurer: _____

Address: _____

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

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

14. W.D. Everitt, Jr., President
(Typed or printed name and capacity of person signing application)

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 000560558
CONTROL NUMBER : K951982
DATE INC/AUTH/FILED: 12/15/1999
JURISDICTION : GEORGIA
PRINT DATE : 03/02/2000
FORM NUMBER : 211

BUKER, JONES, MORTON & HALEY, P.C.

LESLIE KAUFMAN

115 PERIMETER CENTER PL STE 170

ATLANTA, GA 30346

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**NETFIRST MORTGAGE.NET, INC.
A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



A handwritten signature in black ink, appearing to read "Cathy Cox". The signature is fluid and cursive.

Cathy Cox
Secretary of State