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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: The Mortgage Group, Inc.

(Name of corporation - must include suffix)

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:

700003235097--0

-05/02/00--01043-017

*****78.75 *****78.75

Chris Witter

(Name of Person)

Lotstein Buckman, LLP

(Firm/Company)

5185 MacArthur Blvd, NW

(Address)

Washington, DC 20016

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Chris Witter

(Name of Person)

at (202) 237-6000 ext. 107

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -2 AM 11:32

FILED

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CERTIFICATE OF RESOLUTION
BOARD OF DIRECTORS
THE MORTGAGE GROUP, INC.

This is to certify that the Board of Directors of The Mortgage Group, Inc., a corporation duly organized under the laws of the State of South Carolina, do hereby consent, in writing, to the following:

RESOLVED, that for the purpose of transacting business in State of Florida, and because the name The Mortgage Group, Inc. is unavailable, The Mortgage Group, Inc. resolves to use the name TMG Funding, Inc. in the State of Florida.

DATED: April 24, 2000

Brian Schumacher

Brian Schumacher

Director and Vice President

00 MAY -2 PM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**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. The Mortgage Group, 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. South Carolina 3. 57-1056717
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 17, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Not Applicable
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 209 Stoneridge Drive, Suite 204
Columbia, South Carolina 29210
(Current mailing address)
8. Mortgage lending and brokering
(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: NRAI Services, Inc.
- Office Address: 526 E. Park Avenue
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.

JOHN CHRISTEL
(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)

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

Chairman: Jack M. Thompson, II
Address: 209 Stoneridge Drive, Suite 204
Columbia, South Carolina 29210

Vice Chairman: _____
Address: _____

Director: Brian Schumacher
Address: Same as Above

Director: Mark E. Smith
Address: Same as Above

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

President: Jack M. Thompson, II (President and Treasurer)
Address: 209 Stoneridge Drive, Suite 204
Columbia, South Carolina 29210

Vice President: Brian Schumacher
Address: Same as Above

Secretary: Mark E. Smith (Secretary and Vice President)
Address: Same as Above

Treasurer: Jack M. Thompson, II
Address: Same as Above

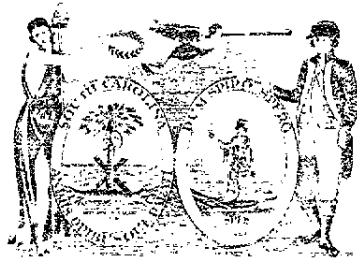
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

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

FILED
00 MAY -2 11:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The State of South Carolina



Office of Secretary of State Jim Miles **Certificate of Existence**

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

MORTGAGE GROUP, INC. THE,

a corporation duly organized under the laws of the State of South Carolina on **October 17th, 1996**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 21st day of April, 2000.

A handwritten signature in cursive script that reads "Jim Miles".

Jim Miles, Secretary of State