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TRANSMITTAL LETTER

5.

**TO: Qualification/Tax Lien Section
Division of Corporations**

SUBJECT: Allmoney Mortgage Bankers, Inc.

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. Also, you will find a letter from the Office of the Comptroller of Florida giving approval for the use of the name Allmoney Mortgage Bankers, Inc. in Florida. The dba listed in this letter will not be used.

Please return all correspondence concerning this matter to the following:

**Ronald Lovell
Compliance Consulting Corporation of Florida
407 S. Dixie Hwy., Suite 5
Lake Worth, FL 33460**

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

Ronald Lovell at (561) 586-3645

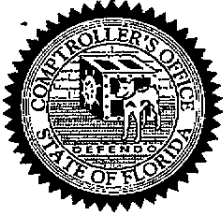
COURIER ADDRESS:

**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**

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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

March 29, 2000

Mr. Salvatore J. Cefalu
President
All American Mortgage Bankers
300 Garden City Plaza
Suite 226
Garden City, New York 11530

Dear Mr. Cefalu:

Re: "Allmoney Mortgage Bankers, Inc.,
dba All American Mortgage Bankers"

Thank you for your recent letter/fax requesting approval for use of the above-referenced corporate name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced corporate name being registered as a foreign corporation in the state of Florida.

Sincerely,

Alex Hager
Acting Director

:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA.

1. **Allmoney Mortgage Bankers, 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 no so contained
in the name at present.)

2. **New York** (State or country under the law of which it is incorporated) 3. **113017854** (FEI number, if applicable)

4. **12-26-89** (Date of Incorporation) 5. **Perpetual** (Duration: Year corp. will cease to exist or "Perpetual")

6. **When qualified** (Date first transacted business in Florida) (SEE SECTIONS 607.1501, 607.1502 and 817.15, F. S.)

7. **300 Garden City Plaza, Suite 226**
Garden City, NY 11530
(Current mailing address)

8. **Mortgage brokerage and lending**
(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: **Compliance Consulting Corporation of Florida**
407 S. Dixie Hwy., Suite 5
Lake Worth, FL 33460

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 to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Compliance Consulting Corporation of Florida
Amuel Fuchs, President
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application 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.

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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: **Salvatore J. Cefalu**
Address: **300 Garden City Plaza, # 226**
Garden City, NY 11530

Director **Rosalie Marie Cefalu**
Address: **300 Garden City Plaza, #226**
Garden City, NY 11530

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

President: **Salvatore J. Cefalu**
Address: **300 Garden City Plaza, #226**
Garden City, NY 11530

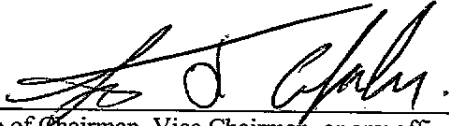
Vice President: **Rosalie Maria Cefalu**
Address **300 Garden City Plaza, #226**
Garden City, NY 11530

Vice President **Salvatore V. Anello**
Address: **300 Garden City Plaza, #226**
Garden City, NY 11530

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

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PLEASE SIGN



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

14. **Salvatore J. Cefalu, President and CEO**
(Typed or printed name and capacity of person signing application)

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of ALLMONEY MORTGAGE BANKERS, INC. was filed on 12/26/1989, under the name of ALLBANK MORTGAGE CORP., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Amendment ALLBANK MORTGAGE CORP., changing its name to ALLMONEY MORTGAGE BANKERS, INC., was filed 06/09/1992.

A Biennial Statement was filed 01/20/1993.

A Biennial Statement was filed 01/26/1994.

A Biennial Statement was filed 12/15/1997.

A Biennial Statement was filed 01/31/2000.

I further certify, that no other documents have been filed by such Corporation.



Witness my hand and the official seal of the Department of State at the City of Albany, this 14th day of June two thousand.

Special Deputy Secretary of State

STATE OF NEW YORK
DEPARTMENT OF STATE
JUN 14 2000