

F 01000000638

CORPORATION SYSTEM

CORPORATION(S) NAME

Home Equity of America, Inc.

F-1-638

000003623130--6

-02/01/01--01069--009

\*\*\*\*\*70.00 \*\*\*\*\*70.00

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|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Reinstatement          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of RA       |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Photocopies         |   |   |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Qualification

01 FEB 1 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

MR211

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

2/1/01

Order#: 3489447

Ref#:

Amount: \$

DIVISION OF CORPORATION

01 FEB - 1 PM 1:08

RECEIVED

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

JME

**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. Home Equity of America, 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. Ohio 3. 31-1707549  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/22/2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 04/01/2000  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 701 East 83rd Avenue, Merrillville, IN 46410  
(Principal office address)  
same  
(Current mailing address)
8. Second mortgage and home equity 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: C T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation Florida 33324  
(City) (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.*

By: C T Corporation System Carol Record  
(Registered agent's signature) Assistant Secretary

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 business addresses of officers and/or directors:

A. DIRECTORS

SEE ATTACHMENT

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: George A. Schaefer, Jr

Address: 38 Fountain Square Plaza  
Cincinnati, OH 45263

Vice President: Michael D. Baker

Address: 38 Fountain Square Plaza  
Cincinnati, OH 45263

Secretary: Paul L. Reynolds

Address: 38 Fountain Square Plaza Cincinnati, OH 45263

Treasurer: Neal E. Arnold

Address: 38 Fountain Square Plaza Cincinnati, OH 45263

SEE ATTACHMENT

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

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

14. Paul L. Reynolds, Secretary  
(Typed or printed name and capacity of person signing application)

Attachment to Florida  
Application By Foreign Corporation for Authorization to Transact Business In Florida  
**Officers & Directors**

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1. Full Name: George A. Schaefer, Jr  
Officer/Director: Officer, Director  
Officer's Title: President  
Business Address: 38 Fountain Square Plaza  
City: Cincinnati  
State: OH  
ZIP Code: 45263
  
2. Full Name: Michael D. Baker  
Officer/Director: Officer, Director  
Officer's Title: Executive Vice Pres.  
Business Address: 38 Fountain Square Plaza  
City: Cincinnati  
State: OH  
ZIP Code: 45263
  
3. Full Name: Robert P. Niehaus  
Officer/Director: Officer, Director  
Officer's Title: Executive Vice Pres.  
Business Address: 38 Fountain Square Plaza  
City: Cincinnati  
State: OH
  
4. Full Name: Paul L. Reynolds  
Officer/Director: Officer  
Officer's Title: Secretary  
Business Address: 38 Fountain Square Plaza  
City: Cincinnati  
State: OH  
ZIP Code: 45263
  
5. Full Name: Neal E. Arnold  
Officer/Director: Officer  
Officer's Title: Treasurer  
Business Address: 38 Fountain Square Plaza  
City: Cincinnati  
State: OH  
ZIP Code: 45263

**UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.**

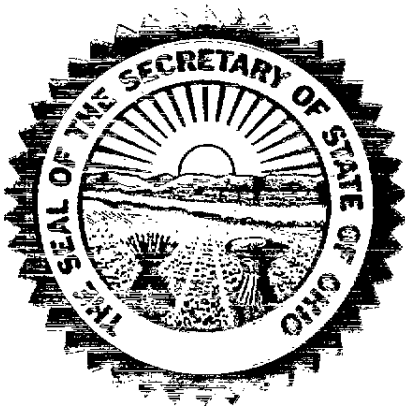
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*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show HOME EQUITY OF AMERICA, INC., an Ohio Corporation, Charter No. 1141868, having its principal location in Toledo, County of Lucas, was incorporated on March 22, 2000, is currently in GOOD STANDING upon the records of this office.*

*WITNESS my hand and official seal*

*at Columbus, Ohio on*

*January 30, 2001*



*J. Kenneth Blackwell*

J. Kenneth Blackwell  
Secretary of State