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Florida Department of State

Division of Corporations

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FOREIGN PROFIT QUALIFICATION**THE MANHATTAN MORTGAGE CO., INC.**

Certificate of Status	0
Certified Copy	1
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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. THE MANHATTAN MORTGAGE CO., INC.

(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "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. NEW YORK

(State or Country under the law of which is incorporated)

3. 13-3298836

(F.E.I Number, if applicable)

4. JULY 26, 1985

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corporation will cease to exist or "Perpetual")

6. UPON FILING

(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.))

7. 555 MADISON AVE. 14TH FLOOR, NEW YORK, NY, 10022

(Current Mailing Address; please include city, state & zip code)

8. ANY LAWFUL BUSINESS

(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: CORP DIRECT AGENTS

Office Address: 103 N. MERIDIAN ST. LOWER LEVEL 32301

TALLAHASSEE

FLORIDA 32301

(Zip Code)

10. REGISTERED AGENT'S ACCEPTANCE: Having been named as the 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.

Cynthia A. Hicks

Registered Agent's Signature

It's Agent: Cynthia A. Hicks

March 2,
Date: *February*, 2001

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

12. NAME OF DIRECTORS and/or OFFICERS:

A. DIRECTORS:

Director: MELISSA L. COHN

Address: 555 MADISON AVE., 14TH FLOOR NEW YORK, NY 10022

Director: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS:

President: MELISSA L. COHN

Address: 555 MADISON AVE., 14TH FLOOR NEW YORK, NY 10022

Treasurer: _____

Address: _____

Secretary: SETH PAPRIN

Address: 555 MADISON AVE., 14TH FLOOR NEW YORK, NY 10022

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

13. Melissa L. Cohn

(Signature of Chairman, Vice Chairman, or any Officer listed in #12)

Date: February 27, 2001

14. Melissa L. Cohn, President

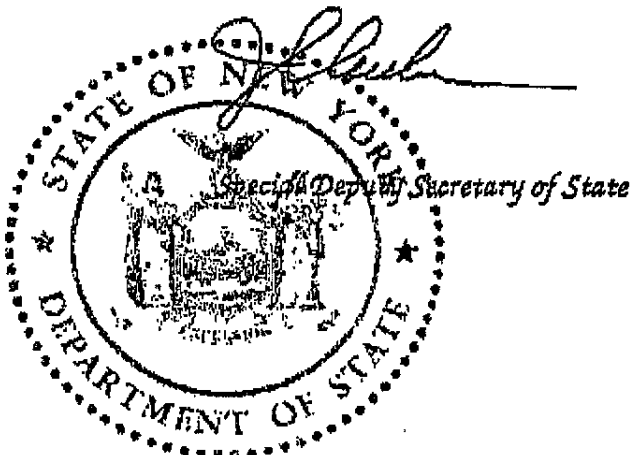
(Print or type Name and Title of person signing this application)

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**State of New York
Department of State****ss:****H01000023026**

I hereby certify, that the Certificate of Incorporation of THE MANHATTAN MORTGAGE CO. INC. was filed on 07/23/1985, 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.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 27th day of February
two thousand and one.*



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