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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Professional Mortgage Solutions, 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:

SALVATORE LOMASELLI 600003743326--9
(Name of Person) -02/20/01--01072--001
*****87.50 *****87.50

Professional Mortgage Solutions Inc.
(Firm/Company)

62-81 Woodhaven Blvd W01-4109
(Address)

Rego Park N.Y. 11374
(City/State and Zip code)

For further information concerning this matter, please call:

Salvatore Lomaselli at (718) 457-4444 x15
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 21, 2001

SALVATORE TOMASELLI
62-81 WOODHAVEN BLVD.
REGO PARK, NY 11374

SUBJECT: PROFESSIONAL MORTGAGE SOLUTIONS, INC.
Ref. Number: W01000004109

We have received your document for PROFESSIONAL MORTGAGE SOLUTIONS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 401A00011002

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TALLAHASSEE, FLORIDA
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Minutes of Special Meeting of Directors
Of

A special meeting of the Board of Directors of Professional Mortgage Solutions, Inc. was held at the time, date, and place set forth below.

All of the Directors being present, the meeting was called to order by the Chairman. The Chairman advised that the Corporation intends to transact business within the State of Florida under the name of Professional Mortgage Solutions of NY.

RESOLVED, That the officers of the Corporation are hereby authorized to take all steps necessary to effectuate the lawful transaction of business within the State of Florida under the business name of "Professional Mortgage Solutions of NY".

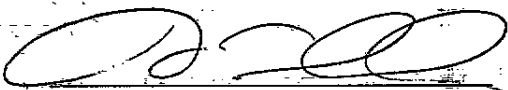
There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Place: Professional Mortgage Solutions, Inc.
62-81 Woodhaven Blvd.
Rego Park, NY 11374

Date: February 1st, 2001
Time: 9:30 A.M.


Secretary


Director


Director


President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Professional Mortgage Solutions 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 contained in the name at present.)

2. New York State (State or country under the law of which it is incorporated) 3. 11-337 0040 (FEI number, if applicable)

4. 3/13/97 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification (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. 62-81 Woodhaven Blvd, Rego Park, NY 11374 (Principal office address)

62-81 Woodhaven Blvd, Rego Park NY 11374 (Current mailing address)

8. mortgage banking 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: Raymond Bhairo Office Address: 508 Westhigh Ave Tampa, Florida 33614 (City) (Zip code)

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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.

Raymond Bhairo (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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Salvatore Tomaselli

Address: 83-42 63 Avenue
Middle Village NY 11379

Vice President: n/a

Address: _____

Secretary: Elizabeth Tomaselli

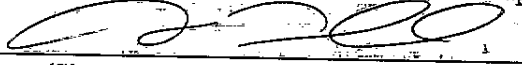
Address: 83-42 63 Ave, Middle Village NY 11379

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

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

13. , President

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

14. Salvatore Tomaselli

(Typed or printed name and capacity of person signing application)

State of New York }
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of PROFESSIONAL MORTGAGE SOLUTIONS, INC. was filed on 03/13/1997, 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 26th day of February two thousand and one.

Special Deputy Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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