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OF COUNSEL
SUSAN A. VESTEVICH

June 27, 2001

Richard A. Spano Jr., President
Absolute Mortgage Company, Inc.
24 Louella Court
Wayne, PA 19087

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-07/12/01--01070--002
*****70.00 *****70.00

Re: Absolute Mortgage Company, Inc.;
Florida Certificate of Authority Applications (2);
Resolution and Certified Resolution to Qualify Under an Assumed Name

Dear Mr. Spano:

Enclosed please find two original copies of the above-referenced Florida Certificate of Authority Application, and related corporate resolutions. After you have looked over the material and verified that it is correct, please sign and date the applications and corporate resolutions where indicated. The certified copy of the resolution must be submitted with the application, and the original copy must be placed in the corporation's minute book.

Please include the following with your application package:

- 1) Check for the registration fee in the amount of \$70.00, made payable to "Florida Department of State".

The applications and fee should be sent to the following address:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Should you have any questions, please do not hesitate to contact me at the office.

Very truly yours,

VESTEVICH & ASSOCIATES, P.C.

Theodora Kotsakis
Theodora Kotsakis

TK:ch
Enclosures

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TALLAHASSEE FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Absolute Mortgage Company, 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:

Richard A. Spano Jr.

(Name of Person)

Absolute Mortgage Company, Inc.

(Firm/Company)

24 Louella Court

(Address)

Wayne, PA 19087

(City/State and Zip code)

For further information concerning this matter, please call:

Richard A. Spano Jr.

(Name of Person)

at (610) 687-5626

(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

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

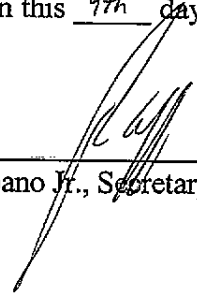
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CERTIFIED COPY OF RESOLUTION OF
ABSOLUTE MORTGAGE COMPANY, INC.

- 1) RESOLVED that the corporation adopts the assumed name of Absolute Mortgage Funding, Inc. for use in the State of Florida, and that Richard A. Spano Jr. is authorized, on behalf of the corporation, to execute and deliver to the proper Florida state and/or local governmental agency/agencies whatever documentation is reasonable and necessary to accomplish the registration of this assumed name in Florida.

I, Richard A. Spano Jr., hereby certify that I am the duly elected and qualified Secretary of the above-named organization; that the foregoing is a complete, true, and correct copy of resolutions duly adopted by the board of directors of the Corporation at a meeting held on July 9th, 2001, at which meeting a quorum was present and voted in favor of said resolutions; that said resolutions do not in any respect conflict with or contravene the articles or bylaws of the Corporation; and that said resolutions have not been in any way altered, amended, or repealed and are now in full force and effect as of this date.

WITNESS my signature at Wayne, Pennsylvania, on this 9th day of July, 2001.



Richard A. Spano Jr., Secretary

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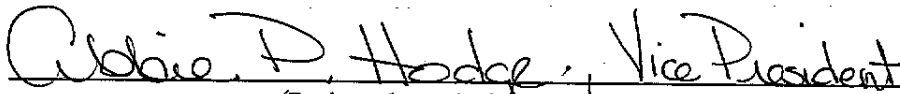
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Absolute Mortgage Company, 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. Pennsylvania 3. 23-2981479
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-16-98 5. Perpetual
(Date of incorporation) (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. 24 Louella Court, Wayne, PA 19087
(Principal office address)
24 Louella Court, Wayne, PA 19087
(Current mailing address)
8. Please see attached.
(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: Florida Filing & Search Services, Inc.
Office Address: 1333 North Duval Street
Tallahassee, Florida 32303
(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.


(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.

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FLORIDA
SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Richard A. Spano Jr.

Address: 24 Louella Court

Wayne, PA 19087

Director: _____

Address: _____

B. OFFICERS

President: Richard A. Spano Jr.

Address: 24 Louella Court

Wayne, PA 19087

Vice President: _____

Address: _____

Secretary: Richard A. Spano Jr.

Address: 24 Louella Court, Wayne, PA 19087

Treasurer: Richard A. Spano Jr.

Address: 24 Louella Court, Wayne, PA 19087

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

13. _____

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

14. Richard A. Spano Jr., President

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

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Appendix to Florida
Application by Foreign Corporation for Authorization to Transact Business in Florida

**Purpose Clause of
Absolute Mortgage Company, Inc.**

To engage in any lawful act or activity for which corporations may be formed under the Pennsylvania Business Corporation Law of 1988.

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TALLAHASSEE FLORIDA

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JUNE 21, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

ABSOLUTE MORTGAGE COMPANY, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim Ditzinger

Secretary of the Commonwealth

JSOW

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