

| SUBJECT:M | ORTGAGEFAIR, INC. | | | | | | |
|---|--|---|--|--|--|--|--|
| | (Name of corporation | - must include suffix) | | | | | |
| Dear Sir or Madam: | | | | | | | |
| The enclosed "Application "Certificate of Existence' transact business in Flori | on by Foreign Corporation for A | Authorization to Transact Busgister the above referenced f | siness in Florida", oreign corporation to | | | | |
| Please return all correspo | ondence concerning this matter | | O1 JUL 30 PH 1:21 SECIALIANASSLE FLORIDA TALLANASSLE FLORIDA | | | | |
| | CHARLES J. BUCHTER | | | | | | |
| | 35 30 = | | | | | | |
| | MORTGAGEFAIR, INC. | | | | | | |
| · | | | | | | | |
| 26101 COUNTRY CLUB BLVD. SUITE 1027 | | | | | | | |
| | (Addr | • | | | | | |
| | NORTH OLMSTED, OH | 44070 | <u> </u> | | | | |
| | (City/Star | te/Zip) | | | | | |
| Should you need to call a | someone concerning this matter | -(| 0045062649 07/30/0101002022 *****78.75 *****78.75 | | | | |
| (Name of Perso | | Code & Daytime Telephone | Number) | | | | |
| STREET ADDRESS: | | MAILING ADDRESS: | | | | | |
| Registration Section Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399 | S | Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 | | | | | |
| Enclosed is a check for t | 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 | | | | |

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. | MORTGAGEFAIR, 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. | A | MASSACHUSETTS | | 3 | 02-0512899 | | | | | | |
| (State or country under the law of which it is incorporate | | | incorporated) | | (FEI number, if app | licable) | | | | | |
| 4. | APRII | L 13, 2000 | 5 | PER | RPETUAL | <u></u> | <u> </u> | | | | |
| | APRIL 13, 2000 5. PERPETUAL (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual") | | | | | | | | | | |
| 6. | UPON | QUALIFICATION | | | | 至訊 | = - | | | | |
| | | • | CTIONS 607.150 | 1, 607.1502 and 8 | | t "upon quali | fication.(*) | | | | |
| 7. | a. 60 MALL ROAD, SUITE 100, BURLINGTON, MA 01803 | | | | | | | | | | |
| | (Principal office address) | | | | | | | | | | |
| | b. 60 MALL ROAD, SUITE 100, BURLINGTON, MA 01803 | | | | | | | | | | |
| | (Current mailing address) | | | | | | | | | | |
| 8. | | GAGE LENDING | l in home state or | country to be carr | ried out in state of Flo | orida) | | | | | |
| 9. | Name and stre | eet address of Florida re | gistered agent: | (P.O. Box or M | fail Drop Box <u>NOT</u> | `_acceptable) |) | | | | |
| Name: James Drahos | | |)S | | verw | | | | | | |
| Office Address: 33309 Lakeshor | | 33309 Lakeshore D | rive | | | | | | | | |
| | | Tavares | | , Florida | 32778 | | | | | | |
| | • | | | | (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.

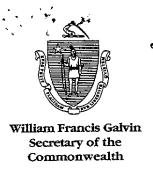
(Registered agent's signature)

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.

12. Names and business addresses of officers and/or directors: A. DIRECTORS Chairman: _ Address: Vice Chairman: Address: CHARLES J. BUCHTER Director: 26101 COUNTRY CLUB BLVD. SUITE 1027, Address: NORTH OLMSTED, OH 44070 Director: _____MARIANNE T. WALKER 60 MALL ROAD, SUITE 100 Address: BURLINGTON, MA 01803 **B. OFFICERS** President: ____CHARLES J. BUCHTER Address: ____26101 COUNTRY CLUB BLVD. SUITE 1027 NORTH OLMSTED, OH 44070 Vice President: Address: CHARLES J. BUCHTER Secretary: 26101 COUNTRY CLUB BLVD., SUITE 1027 Address: _ NORTH OLMSTED, OH 44070 Treasurer: ____MARIANNE T. WALKER 60 MALL ROAD, SUITE 100 Address: BURLINGTON, MA 01803 NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

CHARLES J. BUCHTER, PRESIDENT



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

June 19, 2001

TO WHOM IT MAY CONCERN:

I hereby certify that

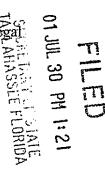
MORTGAGEFAIR.COM, INC.

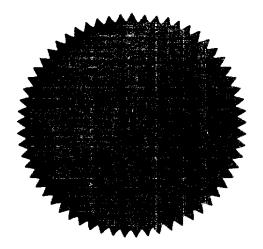
appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on April 13, 2000.

I also certify that by Articles of Amendment filed here October 3, 2000, the name of said corporation was changed to

MORTGAGEFAIR, INC.

I also certify that so far as appears of record here, said corporation still has legal existence.





In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Newin Gallerin Secretary of the Commonwealth

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.