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FILED
OCT 22 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 103364 4814512
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 70.00

ORDER DATE : October 19, 2001

ORDER TIME : 10:01 AM

ORDER NO. : 103364-010

CUSTOMER NO: 4814512

300004647583--3

CUSTOMER: Ms. Suzanne D. Mucchetti
Weiner Brodsky Sidman & Kider
5th Floor
1300 Nineteenth St
Washington, DC 20036

FOREIGN FILINGS

NAME: HARBOURTON MORTGAGE INVESTMENT
CORPORATION

RECEIVED
01 OCT 22 AM 11:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

(Handwritten mark)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

BK

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

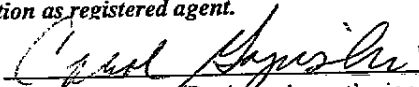
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Harbourton Mortgage Investment Corporation
(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. Delaware
(State or country under the law of which it is incorporated)
3. 22-3832237
(FEI number, if applicable)
4. October 5, 2001
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 8180 Greensboro Drive, Suite 525
McLean, Virginia 22102
(Current mailing address)
8. Mortgage Banking
(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: Corporation Service Company
Office Address: 1201 Hayes Street
Tallahassee, Florida, 32301
(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)

Corporation Service Company

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Stephen Michael Bowman
Address: 8180 Greensboro Drive, Suite 525
McLean, Virginia 22102

Director: James Kenneth McLendon
Address: 8180 Greensboro Drive, Suite 525
McLean, Virginia 22102

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Stephen Michael Bowman
Address: 8180 Greensboro Drive, Suite 525
McLean, Virginia 22102

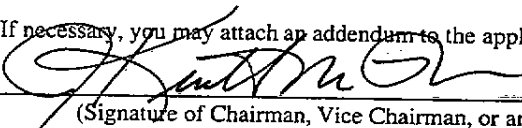
Vice President: _____

Address: _____

Secretary: James Kenneth McLendon
Address: 8180 Greensboro Drive, Suite 525
McLean, Virginia 22102

Treasurer: James Kenneth McLendon
Address: 8180 Greensboro Drive, Suite 525
McLean, Virginia 22102

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. James Kenneth McLendon - Secretary/Treasurer/Director
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARBOURTON MORTGAGE INVESTMENT CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF OCTOBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HARBOURTON MORTGAGE INVESTMENT CORPORATION" WAS INCORPORATED ON THE FIFTH DAY OF OCTOBER, A.D. 2001.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3443419 8300

AUTHENTICATION: 1400400

010523664

DATE: 10-19-01