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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

700004672607--4
-11/08/01--01054--010
*****70.00 *****70.00
w01-25958

SUBJECT: ABC Mortgage, 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:

Deena Pankey
(Name of Person)
ABC Mortgage, Inc.
(Firm/Company)
117 N. Kirkman Rd, Suite B
(Address)
Orlando, FL 32811
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Deena Pankey at (407) 578-5315
(Name of Person) Area Code & Daytime Telephone Number

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01 NOV 20 PM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mt
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COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 13, 2001

DEENA PANKEY
117 N. KIRKMAN RD, STE B
ORLANDO, FL 32811

SUBJECT: ABC MORTGAGE, INC.
Ref. Number: W01000025958

We have received your document for ABC MORTGAGE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 245-6097.

Michael Mays
Document Specialist

Letter Number: 201A00061112

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TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Deena L. PANKEY, do hereby certify
(Name)

that this Resolution of the Board of Directors of ABC Mortgage, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Colorado

was duly adopted on JUNE 12, 1992

Be it resolved, that ABC Mortgage, INC.
(Corporate Name)

organized and existing in the State of Colorado, hereby adopts the name

ABC Mortgage of Colorado, INC. for use in Florida

Dated: November 15, 2001

Deena L. Pankey, President
Signature of either Chairman, Vice Chairman or any officer

Deena L. PANKEY
Type or print name



Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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01 NOV 20 PM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

1. ABC Mortgage, 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. Colorado 3. 84-1179948
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JUNE 12, 1992 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NONE to date - waiting on Licenses
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 117 N. Kirkman Rd, Suite B
Orlando, FL 32811
(Current mailing address)

8. Mortgage Brokerage 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: Deena Pankey
Office Address: 117 N. Kirkman Rd # B
Orlando, FL, Florida, 32811
(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.

Deena Pankey
(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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TALLAHASSEE, FLORIDA

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: _____

Address: _____

Director: _____

Address: _____

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

President: Deena Pankey

Address: 117 N. Kirkman Rd #B

Orlando, FL 32811

Vice President: _____

Address: _____

Secretary: Deena Pankey

Address: 117 N. Kirkman Rd #B

Orlando, FL 32811

Treasurer: _____

Address: _____

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

13. Deena L. Pankey
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Deena L. PANKEY, President
(Typed or printed name and capacity of person signing application)

FILED
01 NOV 20 PM 3:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA



STATE OF COLORADO

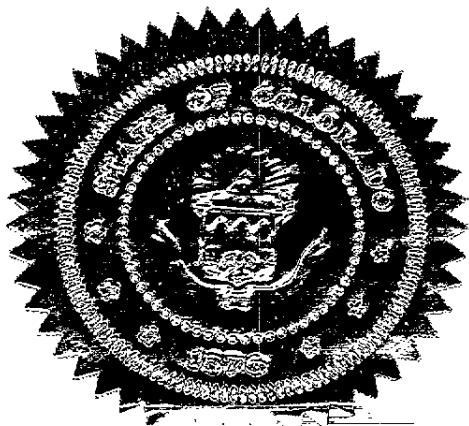
DEPARTMENT OF STATE CERTIFICATE

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,
hereby certify that, according to the records of this office,

ABC MORTGAGE, INC.
(Colorado CORPORATION)
File # 19921059690.

was filed in this office on June 12, 1992 and has complied with the applicable provisions
of the laws of the State of Colorado and on this date is in good standing and authorized and
competent to transact business or to conduct its affairs within this state.

Dated: August 13, 2001



For Validation:

Certificate ID: 504184

To validate this certificate, visit the following
web site, enter this certificate ID, then follow the
instructions displayed.

www.sos.state.co.us/ValidateCertificate

FILED
01 NOV 20 PM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Donetta Davidson

SECRETARY OF STATE