



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 1, 2001

CLOIE DUFOUR
SEVEN SAINT PAUL STREET, 15TH FL
BALTIMORE, MD 21202

SUBJECT: CAPITAL FUNDING GROUP, INC.
Ref. Number: W01000025284

We have received your document for CAPITAL FUNDING GROUP, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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 of 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: 901A00059796

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

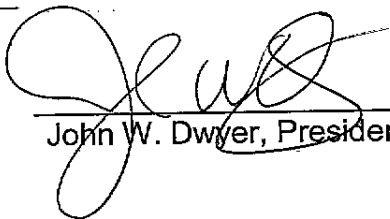
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned President of Capital Funding Group, Inc., do hereby certify that this Resolution of the Board of Directors of Capital Funding Group, Inc., a corporation duly organized and existing under the laws of the State of Maryland, was duly adopted on November 7, 2001.

Resolved, that Capital Funding Group, Inc., organized and existing in the State of Maryland hereby adopts the name Capital Funding Group of Maryland, Inc. for use in Florida.

Dated: November 7, 2001



John W. Dwyer, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Capital Funding Group, 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. Maryland
(State or country under the law of which it is incorporated)

3. _____
(FEI number, if applicable)

4. March 18, 1993
(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. 1511 S. Highland Avenue, Suite 204, Baltimore, Maryland 21224
(Principal office address)

1511 S. Highland Avenue, Suite 204, Baltimore, Maryland 21224
(Current mailing address)

8. To engage in mortgage banking and the origination of mortgage loans
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: HIQ CORPORATE SERVICES, INC.

Office Address: 526 EAST PARK AVENUE, S-200

TALLAHASSEE, Florida 32301
(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.

By: Glennda Quigley, Corp. Secretary
(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:

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: John W. Dwyer

Address: 1511 S. Highland Avenue, Suite 204
Baltimore, Maryland 21224

Director: _____

Address: _____

B. OFFICERS

President: John W. Dwyer

Address: 1511 S. Highland Avenue, Suite 204
Baltimore, Maryland 21224

Vice President: Deborah A. Spangenberg

Address: 1511 S. Highland Avenue, Suite 204
Baltimore, Maryland 21224

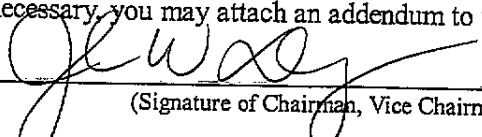
Secretary: Nancy Dwyer

Address: 1511 S. Highland Avenue, Suite 204
Baltimore, Maryland 21224

Treasurer: Deborah A. Spangenberg

Address: 1511 S. Highland Avenue, Suite 204
Baltimore, Maryland 21224

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. John W. Dwyer, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

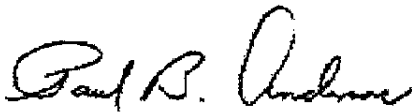
STATE OF MARYLAND

Department of Assessments and Taxation

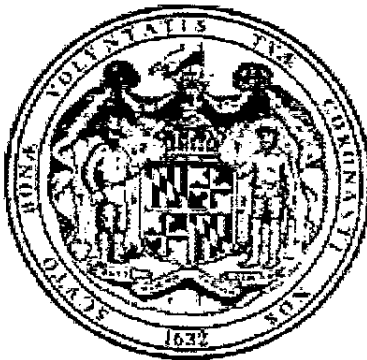
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CAPITAL FUNDING GROUP, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS OCTOBER 30, 2001.



Paul B. Anderson
Charter Division



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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