

THE UNITED STATES
CORPORATION
COMPANY

F02000000313

ACCOUNT NO. : 072100000032

REFERENCE : 714510 4304756

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 70.00

FILED
02 JAN 16 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 15, 2002

ORDER TIME : 12:58 PM

ORDER NO. : 714510-005

CUSTOMER NO: 4304756

000004779120--7

CUSTOMER: Margie Spiel, Paralegal
Bingham Dana LLP
150 Federal Street

Boston, MA 02110

FOREIGN FILINGS

(6)

NAME: REAL ESTATE FINANCIAL SERVICES
OF FLORIDA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
02 JAN 16 PM 1:41
DIVISION OF CORPORATION

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 16, 2002

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

SUBJECT: REAL ESTATE FINANCIAL SERVICES OF FLORIDA, INC.
Ref. Number: W02000001398

RESUBMIT

Please give original
submission date as file date.

We have received your document for REAL ESTATE FINANCIAL SERVICES OF FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned 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 note that the addition of the words "FLORIDA" or "OF FLORIDA" to a name does NOT constitute a significant name difference.,

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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 702A00002352

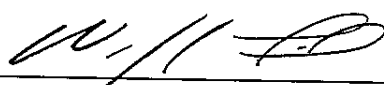
REAL ESTATE FINANCIAL SERVICES OF FLORIDA, INC.

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, Wesley E. Finch, the sole Director, do hereby certify that this Resolution of the Board of Directors of REAL ESTATE FINANCIAL SERVICES OF FLORIDA, INC., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on January 9, 2002.

Be it resolved, that REAL ESTATE FINANCIAL SERVICES OF FLORIDA, INC., organized and existing in the State of Delaware, hereby adopts the name Real Estate Financial Services of Boca Raton, Inc. for use in the State of Florida.

Dated the 9th day of January, 2002.



Wesley E. Finch
Sole Director

**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.*

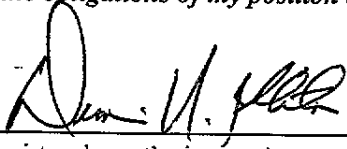
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Real Estate Financial Services of Florida, 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. Delaware 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 7, 2001 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. 2711 Centerville Road, Wilmington DE 19808
(Principal office address)
4800 North Federal Highway, Sanctuary Centre, Suite 303A, Boca Raton, FL 33431
(Current mailing address)
8. To acquire, hold, develop, lease and sell real estate
(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: Dennis H. Blackinton
Office Address: 4800 North Federal Highway, Sanctuary Centre, Suite 303A
Boca Raton, Florida 33431
(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.

Dennis H. Blackinton


(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: _____

Director: Wesley E. Finch

Address: 4800 North Federal Highway, Sanctuary Centre, Suite 303A

Boca Raton, FL 33431

Director: _____

Address: _____

B. OFFICERS

President: Wesley E. Finch

Address: 4800 North Federal Highway, Sanctuary Centre, Suite 303A

Boca Raton, FL 33431

Vice President: _____

Address: _____

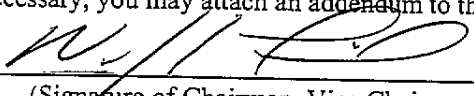
Secretary: Rosanna P. Tartaro

Address: 4800 North Federal Highway, Sanctuary Centre, Suite 303A, Boca Raton FL 33431

Treasurer: Dennis H. Blackinton

Address: 4800 North Federal Highway, Sanctuary Centre, Suite 303A, Boca Raton, FL 33431

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. Wesley E. Finch, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

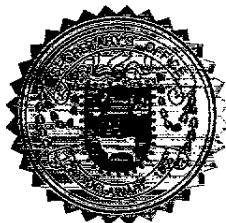
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REAL ESTATE FINANCIAL SERVICES OF FLORIDA, INC." 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 THIRD DAY OF JANUARY, A.D. 2002.

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

FILED
02 JAN 16 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3465908 8300

020004114

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1538302

DATE: 01-03-02