

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

F02000002196

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
-3- PM 1:34

Corporation(s) Name

Aegis Funding Corporation

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> LLC | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Ch. RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Walk in | <input checked="" type="checkbox"/> Pick-up | <input type="checkbox"/> Will Wait |

RECEIVED
02 MAY -3 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Availability: _____
Document Examiner: _____
Updater: _____
Verifier: _____
Acknowledgement: _____
W.P. Verifier: _____

5-3-02

BK

Please Return Extra
Copies File Stamped
To:
Melanie Strickland

800005450358--8
-05/03/02--01063--022
*****70.00 *****70.00

Thank You!

800005450358--8
-05/03/02--01063--022
*****70.00 *****70.00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED
MAR -3 PM 1:34
TAMPA
FLORIDA
SECRETARY OF STATE

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. AEGIS Funding 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. 77-0589886

(FEI number, if applicable)

4. 04/23/2002

(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. 11111 Wilcrest Green, Suite 250, Houston, TX 77042

(Principal office address)

same

(Current mailing address)

8. Mortgage Lending

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(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.

C T Corporation System

By:

Jennifer J. McBurnett
(Registered agent's signature)

Jennifer J. McBurnett
Assistant Secretary

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

SEE ATTACHMENT

FILED
02 MAY -3 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHMENT

President: D. Richard Thompson

Address: 11111 Wilcrest Green, Suite 250

Houston, TX 77042

Vice President: Michael M. Massella

Address: 11111 Wilcrest Green, Suite 250

Houston, TX 77042

Secretary: Michael C. Balog

Address: 11111 Wilcrest Green, Suite 250 Houston, TX 77042

Treasurer: Stuart D. Marvin

Address: 11111 Wilcrest Green, Suite 250 Houston, TX 77042

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

13. Michael C. Balog
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael C. Balog, EVP, Secretary

(Typed or printed name and capacity of person signing application)

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida

Officers & Directors

02 MAY -3 PM 1:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Full Name: D. Richard Thompson
Officer/Director: Officer, Director
Officer's Title: President & CEO
Business Address: 11111 Wilcrest Green, Suite 250
City: Houston
State: TX
ZIP Code: 77042
2. Full Name: Michael M. Massella
Officer/Director: Officer
Officer's Title: Executive Vice President
Business Address: 11111 Wilcrest Green, Suite 250
City: Houston
State: TX
ZIP Code: 77042
3. Full Name: Stuart D. Marvin
Officer/Director: Officer, Director
Officer's Title: Executive Vice President / Treasurer
Business Address: 11111 Wilcrest Green, Suite 250
City: Houston
State: TX
ZIP Code: 77042
4. Full Name: Michael C. Balog
Officer/Director: Officer, Director
Officer's Title: Executive Vice President / Secretary
Business Address: 11111 Wilcrest Green, Suite 250
City: Houston
State: TX
ZIP Code: 77042

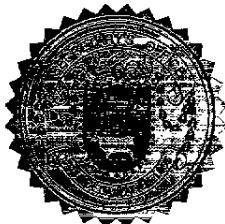
Delaware

The First State

FILED
02 MAY -3 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
PAGE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AEGIS FUNDING 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 THIRTIETH DAY OF APRIL, A.D. 2002.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3506288 8300

AUTHENTICATION: 1750646

020274632

DATE: 04-30-02