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CSC

ACCOUNT NO. : 072100000032

REFERENCE : 637648 5012985

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
2002 JUN 26 PM 2:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : June 24, 2002

ORDER TIME : 11:10 AM

ORDER NO. : 637648-005

CUSTOMER NO: 5012985

CUSTOMER: Elliot H. Lutzker, Esq
Snow Becker Krauss P.c.
605 Third Avenue

New York, NY 10158-0125

FOREIGN FILINGS

RECEIVED
02 JUN 26 PM 12:59
DIVISION OF CORPORATIONS

NAME: AMERIFIRST MORTGAGE GROUP,
INC.

7000006046067--5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

J. BRYAN JUN 26 2002

**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. AMERIFIRST MORTGAGE 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. Delaware

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. June 13, 2002

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2711 Centerville Road, Suite 400, Wilmington, DE 19808

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corp. Law of DE.

(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 Hays St.

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.

Corporation Service Company

(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 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: John TookeAddress: 814 Highway A1A, Suite 300, Ponte Vedra Beach, Florida 32082

Director: _____

Address: _____
_____**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: John TookeAddress: 814 Highway A1A, Suite 300, Ponte Vedra Beach, Florida 32082

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____
_____**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 Tooke, President
(Typed or printed name and capacity of person signing application)

Delaware

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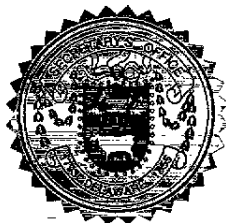
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERIFIRST MORTGAGE GROUP, 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 TWENTY-FIFTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERIFIRST MORTGAGE GROUP, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF JUNE, A.D. 2002.

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

FILED
2002 JUN 26 PM 2:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3534434 8300

AUTHENTICATION: 1850286

020409106

DATE: 06-25-02