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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

FOREIGN PROFIT QUALIFICATION

MORTGAGE GROUP USA, INC.

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DIVISION OF CORPORATION

Certificate of Status	0
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**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. Mortgage Group USA, 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. Indiana
(State or country under the law of which it is incorporated)
3. 36-4502525
(FEI number, if applicable)
4. July 24, 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. 8520 Allison Pointe Blvd, Suite 410, Indianapolis, IN 46250
(Principal office address)

8520 Allison Pointe Blvd., Suite 410, Indianapolis, IN 46250
(Current mailing address)
8. Mortgage Origination
(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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
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.

NRAI Services, Inc.

By: 

(Registered agent's signature)

Eric Wolz, 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.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Gregory W. Matters

Address: 8520 Allison Pointe Blvd., Suite 410
Indianapolis, IN 46250

Director: _____

Address: _____

B. OFFICERS

President: Gregory W. Matters

Address: 8520 Allison Pointe Blvd., Suite 410
Indianapolis, IN 46250

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. _____

Gregory W. Matters
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gregory W. Matters, President

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

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STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

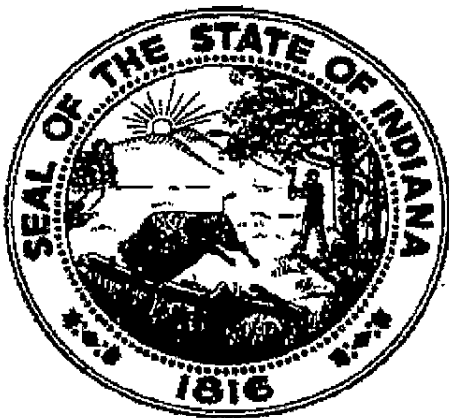
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

MORTGAGE GROUP, USA INC

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on July 24, 2002, and was in existence or authorized to transact business in the State of Indiana on August 27, 2002.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereto set my hand
and affixed the seal of the State of Indiana, at the
City of Indianapolis, this Twenty-Eighth Day of August,
2002.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State

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