

CT CORPORATION

F02000005030

FILED

2002 OCT -4 PM 1:22

CORPORATION(S) NAME

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Bay Capital Corp.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Photocopies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 JUL -8 AM 11:10
DIVISION OF CORPORATIONS

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

7/8/02

MS

Order#: 5459591

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

100006251771--8
-07/08/02--01027--011
*****87.50 *****87.50

W02-19625
J. BRYAN JUL - 8 2002
J. BRYAN OCT - 4 2002



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 5, 2002

CT CORPORATION SYSTEM

SUBJECT: BAY MORTGAGE CORP.
Ref. Number: W02000019625

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2002 OCT -4 PM 1:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

02 OCT -4 PM 12:03

We have received your document for BAY MORTGAGE CORP. and your check(s) totaling \$. 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.

If you have any further questions concerning your document, please call (850) 245-6043.

Joey Bryan
Document Specialist
Tax Liens

Letter Number: 202A00046699

From: Melanie

CT

10-4-02

Pick-up
3:00

Start deposited
CR: for 87.00
Need Cus? C.C.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 8, 2002

CT CORPORATION SYSTEM

SUBJECT: BAY CAPITAL CORP.
Ref. Number: W02000019625

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2002 OCT -4 PM 1:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
02 AUG -5 AM 11:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for BAY CAPITAL CORP. and your check(s) totaling \$87.50. 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 or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 402A00042443

From: Melanie

CT

Please back-date if possible.

Thank you,

Have A Great Day!

3:30
8-5-02

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Stewart D. Sachs, Director, do hereby certify
(Name)

that this Resolution of the Board of Directors of Bay Capital Corp.


(Corporate Name)

a corporation duly organized and existing under the laws of the State of Maryland,
was duly adopted on _____.

Be it resolved, that Bay Capital Corp.
(Corporate Name)

organized and existing in the State of Maryland, hereby adopts the name
Bay Hundred Mortgage Corp. for use in Florida.

Dated: 9/9/02


Signature of either Chairman, Vice Chairman or any officer

Stewart D. Sachs, Director President

Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

INHS19(1/00)

TOTAL P.04

TOTAL P.02

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2002 OCT -4 PM 1:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

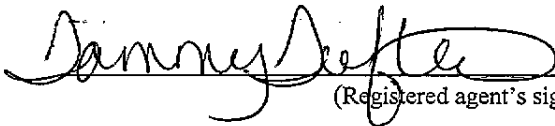
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Bay Capital Corp.
(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 3. 52-2301421
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/24/00 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. 10811 Red Run Blvd., Suite 200, Owings Mills, MD 21117
(Principal office address)
- Same as above
(Current mailing address)
8. Mortgage lending, brokering and servicing.
(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: CT Corporation System
- Office Address: 1200 South Pine Island
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.



(Registered agent's signature)

**TAMMY TOFFEROU
VICE PRESIDENT**

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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FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Stewart D. Sachs

Address: 10811 Red Run Blvd., Suite 200, Owings Mills, MD 21117

Vice Chairman: None

Address: _____

Director: _____

Address: _____

Director: Stewart D. Sachs

Address: 10811 Red Run Blvd., Suite 200, Owings Mills, MD 21117

B. OFFICERS

President: Stewart D. Sachs

Address: 10811 Red Run Blvd., Suite 200, Owings Mills, MD 21117

Vice President: None

Address: _____

Secretary: Carol Wolf

Address: 10811 Red Run Blvd., Suite 200, Owings Mills, MD 21117

Treasurer: None

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. Chairman, Director & President
(Typed or printed name and capacity of person signing application)

FILED
2002 OCT -4 PM 1:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

FILE
2002 OCT -4 PM 1:23
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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 BAY CAPITAL CORP. 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 JULY 01, 2002.

Paul B. Anderson

Paul B. Anderson
Charter Division

