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To:

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Fax Number : (850) 205-0383

From:

Account Name : A 1 A CORPORATE SERVICES, INC.
Account Number : I20010000247
Phone : (305) 673-0347
Fax Number : (305) 532-0738

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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

BAYVIEW MORTGAGE INC.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 17, 2002

A 1 A CORPORATE SERVICES, INC.

SUBJECT: BAYVIEW MORTGAGE INC.
REF: W02000030041

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DIVISION OF CORPORATIONS

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.


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) 245-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H02000213759
Letter Number: 902A00057899

I, Thomas Kelly, Chairman of BAYVIEW MORTGAGE Inc., a Ohio Corporation, hereby amend the name of the corporation to BAYVIEW MORTGAGE OF ORLANDO, INC. for the purpose of qualifying the Corporation, in the state of Florida.


Chairman, Thomas Kelly

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

402 000 213 759 2

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. BAYVIEW MORTGAGE 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. OHIO 3. 311792353
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. July 17 2001 5. PERPETUAL
(Date of incorporation) (Duration: Your 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 617.155, F.S.)
7. 122 WEST 2ND ST. PORT CLINTON, OH 43452
(Principal office address)
122 WEST 2ND ST. PORT CLINTON, OH 43452
(Current mailing address)
8. ANY LAWFUL PURPOSE
(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: FLORIDA AGENT SERVICES, INC.
Office Address: 1224 BRICKELL AVE. SUITE 900
MIAMI, Florida 33131
(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.

Paul Smith Vice President
(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.

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

A. DIRECTORS

Chairman: THOMAS KELLY

Address: 121 WEST 2ND ST, PORT CLINTON, OH 43452

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: THOMAS KELLY

Address: 122 WEST 2ND ST, PORT CLINTON, OH 43452

Vice President: WILLIAM T. ELMHURST

Address: 122 WEST 2ND ST, PORT CLINTON, OH 43452

Secretary: JAMES P. SIMPSON

Address: 122 WEST 2ND ST, PORT CLINTON, OH 43452

Treasurer: JAMES P. SIMPSON

Address: 122 WEST 2ND ST, PORT CLINTON, OH 43452

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

13. Thomas Kelly
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. THOMAS KELLY / PRESIDENT
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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**UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show BAYVIEW MORTGAGE, INC., an Ohio Corporation, Charter No. 1241562, having its principal location in Port Clinton, County of Ottawa, was incorporated on July 17, 2001, and is currently in GOOD STANDING upon the records of this office.

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TALLAHASSEE, FLORIDA



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 10th day of October, A.D. 2002.

J. Kenneth Blackwell
Ohio Secretary of State