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ACCOUNT NO. : 072100000032  
REFERENCE : 857432 7359241  
AUTHORIZATION : *Patricia Pizzuti*  
COST LIMIT : \$ 70.00

ORDER DATE : December 16, 2002

ORDER TIME : 4:36 PM

ORDER NO. : 857432-020

CUSTOMER NO: 7359241

CUSTOMER: Ms. Colleen Acchione  
Wilmington Finance, Inc.  
401 Plymouth Road

Plymouth Meetin, PA 19462

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FOREIGN FILINGS

NAME: WILMINGTON FINANCE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Replogle -- EXT# 1128

EXAMINER: \_\_\_\_\_

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.

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- 1. WILMINGTON FINANCE, 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. 51-0356097 (FEI number, if applicable)
4. June 22, 1994 (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.) Wilmington Finance, Inc. - Attn: Carl Lutz, 401 Plymouth Road - Suite 400
7. Plymouth Meeting, PA 19462 (Principal office address)

(Current mailing address)

- 8. Marketing, soliciting, originating and selling of residential mortgage loans. (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 Street

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.

Corporation Service Company

By: Maria S. Reptogle (Registered agent's signature)

Maria S. Reptogle as its agent

- 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

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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B. OFFICERS

President: See attached officers/directors rider

Address: \_\_\_\_\_

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. Carl Lutz, Senior Vice President/ COO  
(Typed or printed name and capacity of person signing application)

**Wilmington Finance, Inc.**  
**Officer and Director Rider**

Daniel James Egan                      Director/ Assistant Secretary/ CFO  
Term: Perpetual                      188465906

Residential Address: 304 Jessica Lane - Hatfield, PA 19440  
Business Address: 401 Plymouth Road, Suite 400 - Plymouth Meeting, PA 19462

Robert Allen Grosser                      Director  
Term: Perpetual                      052501420

Residential Address: 39 Windgate Drive - New City, NY 10956  
Business Address: 1 Paragon Drive, Suite 240 - Mont Vale, NJ 07645

Karl Louis Johnston                      Director  
Term: Perpetual                      221347327

Residential Address: 10 Hill Spring Road - Chadds Ford, PA 19317  
Business Address: WSFS Bank - 838 Market Street - Wilmington, DE 19801

Carl Paul Lutz                              Chief Operating Officer  
043729822

Residential Address: 4984 Point Pleasant Pike - Doylestown, PA 18901  
Business Address: 401 Plymouth Road, Suite 400 - Plymouth Meeting, PA 19462

Jerry Schiano                              Director/CEO  
Term: Perpetual                      122566363

Residential Address: 411 Lantern Lane - Berwyn, PA 19312  
Business Address: 401 Plymouth Road, Suite 400 - Plymouth Meeting, PA 19462

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Marvin Neil Schoenhals      Director  
Term: Perpetual              379488293

Residential Address: 310 Centennial Circle - Greenville, DE 19807  
Business Address: WSFS Bank - 838 Market Street - Wilmington, DE 19801

Dr. Claibourne Smith        Director  
Term: Perpetual              415548008

Residential & Business Address: 317 Pentland Drive - Centreville, DE 19807

Mark Andrew Turner         Director/ Secretary  
Term: Perpetual              175480960

Residential Address: 311 Ramsey Road - East Fallowfield, PA 19320  
Business Address: WSFS Bank - 838 Market Street - Wilmington, DE 19801

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# Delaware

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## The First State

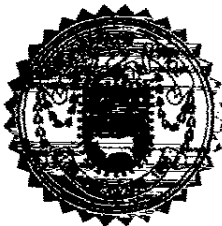
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILMINGTON FINANCE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WILMINGTON FINANCE, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF JUNE, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2147700

DATE: 12-16-02