F03000002918

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COVER LETTER

Division of Corporations	
SUBJECT: North Country Mortgage Banking Corp. (Name of Corporation)	
DOCUMENT NUMBER: <u>F0300000918</u>	
The enclosed Amendment and fee are submitted for filing.	
Please return all correspondence concerning this matter to the following:	
J. Mark Ferrara (Name of Contact Person)	
North Country Mortgage Banking Corp. (Firm/Company)	
144-1 Reminaton Blvd. (Address)	
Ronkonkoma Ny 11779 (City/State and Zip Gode)	
For further information concerning this matter, please call:	
T. Mark Ferrara at (631) 585-6262 (Area Code & Daytime Telephone Number)	
Enclosed is a check for the following amount:	
\$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status Certificate Of Status (Additional copy is enclosed) \$43.75 Filing Fee & Certificate Of Status (Additional copy is enclosed)	
Mailing Address:Street Address:Amendment SectionAmendment SectionDivision of CorporationsDivision of CorporationsP.O. Box 6327Clifton BuildingTallahassee, FL 323142661 Executive Center CircleTallahassee, FL 32301	

PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

eg .
SECTION I (1-3 MUST BE COMPLETED)
F0300000 2918 (Document number of corporation (if known)
1. North Country Mortgage Banking Corp. (Name of corporation as it appears on the records of the Department of State)
2. New York State (Incorporated under laws of) 3. June 12 2003 (Date authorized to do business in Florida)
SECTION II (4-7 complete only the applicable changes)
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 13, 2007
5. North Country Mortgage Inc. (Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
J. Mark Ferrara President

(Title of person signing)

(Typed or printed name of person signing)

071113001036

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF

North Country, Mortgage Banking Corp.
Under Section 805 of the Business Corporation Law

FIRST: The name of the corporation is:

North Country Mortgage Banking Corp.

If the name of the corporation has been changed, the name under which it was formed is:

SECOND: The date of filing of the certificate of incorporation with the Department of State is:

March 20, 1995

THIRD: The amendment effected by this certificate of amendment is as follows: (Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the corporation would read as follows: Paragraph First of the Certificate of incorporation relating to the corporation name is hereby amended to read as follows: First: The name of the corporation is ... (new name) ...)

Paragraph First

of the Certificate of Incorporation relating to the corporation

name

is hereby amended to read in its entirety as follows:

First: The name of the corporation is: North Country Mortgage Inc.

071113001036

Paragraph

of the Certificate of Incorporation relating to

is hereby amended to read in its entirety as follows:

FOURTH: The certificate of amendment was authorized by: [Check the appropriate box]

- The vote of the board of directors followed by a vote of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.
- The vote of the board of directors followed by the unanimous written consent of the holders

of all obstanding shares.

J. Mark Ferrara President

(Name and Capacity of Signer)

(Signature)

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

North Country Mortgage Banking Corp. (Insert Name of Domestic Corporation)

STATE OF NEW YORK
DEPARTMENT OF STATE

Under Section 805 of the Business Corporation Law

Piter's Name

Address

North Country Mortgage Banking Corp.

TAX \$.

BY

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FILED NOV 13 2007

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Ciry, State and Zip Code Islandia, NY 11749

1440 Veterans Memorial Hwy.

NOTE: This form was proposed by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filling fee, plus the required tax on shares pursuant to §180 of the Tax Law, if applicable.

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