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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

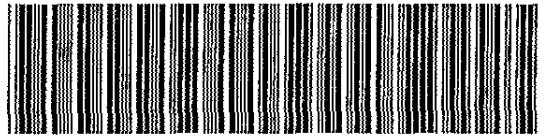
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CORPORATION
TALLAHASSEE, FLORIDA

J. BRYAN OCT 23 2003

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: First Preferred Mortgage Co.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Theodora Kotsakis, Esq.
(Name of Person)

Vestevich & Associates, P.C.
(Firm/Company)

6905 Telegraph Road, Suite 260
(Address)

Bloomfield Hills, MI 48301
(City/State and Zip code)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Theodora Kotsakis, Esq. at (248) 642-6133
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

2003 OCT 14 PM 2:27 FILED CORPORATIONS TALLAHASSEE, FLORIDA

1. First Preferred Mortgage Co.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

~~ISB6WYAN/PAWANGVA/1/1/04~~ Michigan Mutual Inc.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Michigan

(State or country under the law of which it is incorporated)

3. 38-3092473

(FEI number, if applicable)

4. 12-30-92

(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. 800 Michigan Street, Port Huron, MI 48060

(Principal office address)

800 Michigan Street, Port Huron, MI 48060

(Current mailing address)

8. Please see attached.

(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 Filing & Search Services, Inc.

Office Address: 1333 North Duval Street

Tallahassee

(City)

, Florida

32303

(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.

Robin P. Hodge
(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: James V. McTevia

Address: 18161 E. Eight Mile Road

Eastpointe, MI 48021

Director: _____

Address: _____

B. OFFICERS

President: Mark M. Walker

Address: 800 Michigan Street

Port Huron, MI 48060

Senior Vice President/ Secretary: Hale H. Walker

Address: 800 Michigan Street

Port Huron, MI 48060

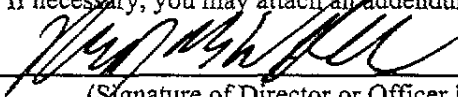
Assistant V.P. Secretary: Michael J. Cansfield

Address: 800 Michigan Street, Port Huron, MI 48060

V.P./ Treasurer: Randy R. Fosgard

Address: 800 Michigan Street, Port Huron, MI 48060

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Mark M. Walker, President
(Typed or printed name and capacity of person signing application)

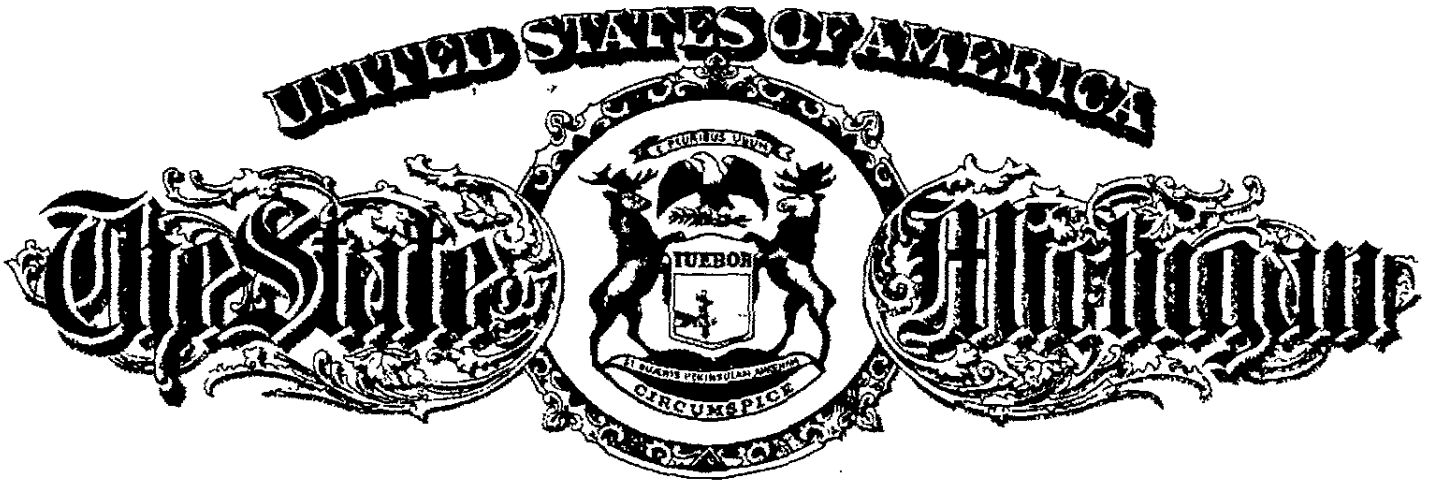
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TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Foreign Corporation for Authorization to Transact Business in Florida

**Purpose Clause of
First Preferred Mortgage Co.**

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan, including, but not limited to, mortgage lending and/or brokering.

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CORPORATIONS
TALLAHASSEE, FLORIDA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

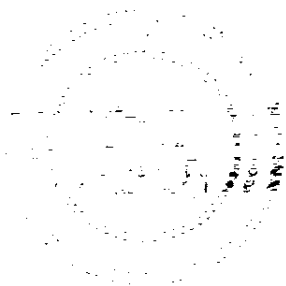
FIRST PREFERRED MORTGAGE CO.

was validly incorporated on December 30, 1992, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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MICHIGAN REGISTRAR'S
TALLAHASSEE, FLORIDA



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 26th day of August, 2003.

Andrew S. [Signature], Director

Bureau of Commercial Services