

F03000005518

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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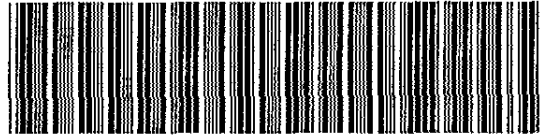
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 297630 4310216

AUTHORIZATION : *Patricia Pizato*

COST LIMIT : \$ 78.75

ORDER DATE : October 28, 2003

ORDER TIME : 10:39 AM

ORDER NO. : 297630-020

CUSTOMER NO: 4310216

CUSTOMER: Bernard D. Berman, Esq
Riemer & Braunstein
Suite 6
3 Center Plaza
Boston, MA 02108

FILED
03 NOV -5 PM 2:43
MASSACHUSETTS, FLORIDA

FOREIGN FILINGS

NAME: MASSACHUSETTS DISCOUNT
MORTGAGE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 1140

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.*

1. Massachusetts Discount Mortgage, Inc.

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

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

2. Delaware

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

3. 04-3568208

(FEI number, if applicable)

4. July 12, 2001

(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. Suite 404, 7590 Fay Avenue, La Jolla, CA 92037

(Principal office address)

(Current mailing address)

8. To engage in all aspects of mortgage brokerage; and to engage in any lawful
act or activity for which corporations may be organized.

(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

(City)

, Florida 32301

(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: And R. Shelling

(Registered agent's signature)

Assistant 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.

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: _____

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 Director or Officer listed in number 12 of the application)

14. Gregg Smith, President

(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Massachusetts Discount Mortgage, Inc.

List of Officers

Name: Sean Marsh **Title:** Chairman of the Board and CEO
Bus. Addr.: c/o Massachusetts Discount Mortgage, Inc. 7590 Fay Avenue, Suite 404,
La Jolla, CA 92037

Name: Gregg Smith **Title:** President and Treasurer
Bus. Addr.: c/o Massachusetts Discount Mortgage, Inc. 7590 Fay Avenue, Suite 404,
La Jolla, CA 92037

Name: Brian Scheetz **Title:** COO and Secretary
Bus. Addr.: c/o Massachusetts Discount Mortgage, Inc. 438 North Street,
Pittsfield, MA 01201

List of Directors

Name: Sean Marsh **Term:** Jan 02, 2004
Bus. Addr.: c/o Massachusetts Discount Mortgage, Inc. 7590 Fay Avenue, Suite 404,
La Jolla, CA 92037

Name: Gregg Smith **Term:** Jan 02, 2004
Bus. Addr.: c/o Massachusetts Discount Mortgage, Inc. 7590 Fay Avenue, Suite 404,
La Jolla, CA 92037

Name: David Lippe **Term:** Jan 02, 2004
Bus. Addr.: c/o Massachusetts Discount Mortgage, Inc. 7590 Fay Avenue, Suite 404,
La Jolla, CA 92037

Name: Brian Scheetz **Term:** Jan 02, 2004
Bus. Addr.: c/o Massachusetts Discount Mortgage, Inc. 438 North Street,
Pittsfield, MA 01201

Delaware

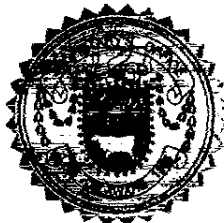
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MASSACHUSETTS DISCOUNT MORTGAGE, 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 THIRD DAY OF NOVEMBER, A.D. 2003.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MASSACHUSETTS DISCOUNT MORTGAGE, INC." WAS INCORPORATED ON THE TWELFTH DAY OF JULY, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3413909 8300

AUTHENTICATION: 2726884

030704823

DATE: 11-03-03