

FD4000000575

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

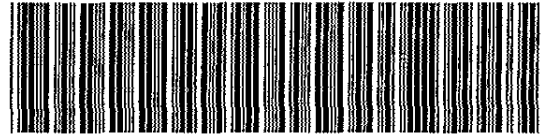
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 16, 2004

HEATHER ROBERSON
5185 MACARTHUR BLVD., NW
WASHINGTON, DC 20016

SUBJECT: WAUSAU MORTGAGE CORPORATION
Ref. Number: W04000002257

We have received your document for WAUSAU MORTGAGE CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 704A00003076

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LOTSTEIN BUCKMAN

ATTORNEYS AT LAW LLP

5185 MacArthur Boulevard, NW, Washington, D.C. 20016-3341

Telephone: (202) 237-6000 ♦ Facsimile: (202) 237-8900

E-mail: info@lotsteinbuckman.com ♦ Website: www.lotsteinbuckman.com

VIA FEDERAL EXPRESS

January 6, 2004

CT Corporation System
1200 South Pine Island Rd.
Plantation, FL 33324

Re: Wausau Mortgage Corporation

Dear Sir or Madam:

Enclosed please find the applications for a Certificate of Authority for Florida. Please sign this form in the designated area and return to my attention.

If you have any questions, or additional information is needed, please contact me at extension 139 or via email at roberson@lotsteinbuckman.com.

Thank you for your assistance with this matter.

Sincerely,



Heather N. Roberson, Esq.

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CORPORATION DIVISION
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Wausau Mortgage Corporation
(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:

Heather N. Roberson
(Name of Person)

Lotstein Buckman, LLP
(Firm/Company)

5185 MacArthur Blvd, NW
(Address)

Washington, DC 20016
(City/State and Zip code)

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DIVISION OF CORPORATIONS
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For further information concerning this matter, please call:

Heather N. Roberson at (**202**) **237-6000 x139**
(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

LOTSTEIN BUCKMAN

ATTORNEYS AT LAW

5185 MacArthur Boulevard, NW, Washington, D.C. 20016-3341

Telephone: (202) 237-6000 ♦ Facsimile: (202) 237-8900

E-mail: info@lotsteinbuckman.com ♦ Website: www.lotsteinbuckman.com

VIA FEDERAL EXPRESS

January 30, 2004

Florida Department of State
Division of Corporations
Tammi Cline, Document Specialist
409 E. Gaines Street
Tallahassee, FL 32399

Re: Certificate of Authority for Wausau Mortgage Corporation

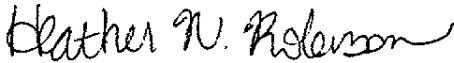
Dear Ms. Cline:

Enclosed please find a Certificate of Good Standing for Wausau Mortgage Corporation and a self addressed stamped envelope for the return of the approved filing.

Lotstein Buckman LLP is assisting Wausau Mortgage Corporation and will handle all inquires. Please contact me at extension 139 or via email at roberson@lotsteinbuckman.com with any questions.

Thank you for your assistance with this matter.

Sincerely,



Heather N. Roberson, Esq.

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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. Wausau Mortgage Corporation

(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. Colorado

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

3. 84-1165494

(FEI number, if applicable)

4. May 14, 1990

(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. 6800 Koll Center Parkway #310 Pleasanton, CA 94566

(Principal office address)

(Current mailing address)

8. WMC engages in the business of originating, servicing, 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: Ct Corporation System

Office Address: 1200 South Pine Island Rd.

Plantation

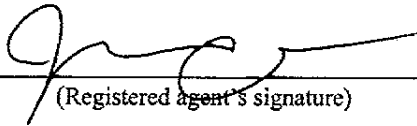
(City)

Florida 33324

(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.


(Registered agent's signature)

1/8/04

James A. Bordonaro
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the date 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:

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DIVISION OF CORPORATIONS
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A. DIRECTORS

Chairman: J. Michael Flynn

Address: 6800 Koll Center Parkway #310

Pleasanton, CA 94566

Vice Chairman: Gregory C. Pennington

Address: 6800 Koll Center Parkway #310

Pleasanton, CA 94566

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: J. Michael Flynn

Address: 6800 Koll Center Parkway #310

Pleasanton, CA 94566

Vice President: Gregory C. Pennington

Address: 6800 Koll Center Parkway #310

Pleasanton, CA 94566

Secretary: Gregory C. Pennington

Address: 6800 Koll Center Parkway #310 Pleasanton, CA 94566

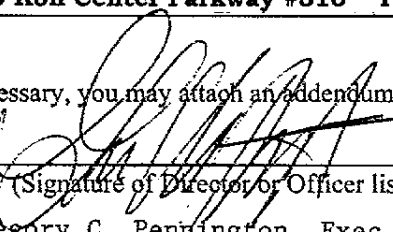
Treasurer: Gregory C. Pennington

Address: 6800 Koll Center Parkway #310 Pleasanton, CA 94566

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DIVISIONS

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. _____

Gregory C. Pennington, Exec. VP

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



STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,
hereby certify that, according to the records of this office,

WAUSAU MORTGAGE CORPORATION
(Colorado CORPORATION)
File # 19901048217

was filed in this office on May 14, 1990 and has complied with the applicable provisions
of the laws of the State of Colorado and on this date is in good standing and authorized and
competent to transact business or to conduct its affairs within this state.

Dated: December 3, 2003

For Validation:

Certificate ID: **736446**

To validate this certificate, visit the following
web site, enter this certificate ID, then follow the
instructions displayed.

www.sos.state.co.us/ValidateCertificate

Donetta Davidson
SECRETARY OF STATE