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(City/State/Zip/Phone #)

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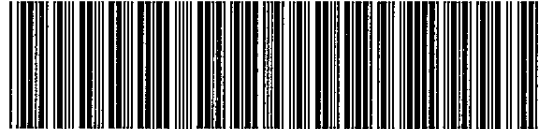
(Business Entity Name)

(Document Number)

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04 MAR 31 AM 8:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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04 MAR 31 PM 2:57

STATE
RECORDS
DIVISION
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 523964 4388242
AUTHORIZATION : *Patricia Pijet*
COST LIMIT : \$ 70.00

FILED
04 MAR 31 AM 8:56
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : March 25, 2004

ORDER TIME : 1:58 PM

ORDER NO. : 523964-035

CUSTOMER NO: 4388242

CUSTOMER: Ms. Terry Nash
Saxon Capital Inc.
4880 Cox Road

Glen Allen, VA 23060

FOREIGN FILINGS

NAME: SAXON FUNDING MANAGEMENT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Angela Reynolds -- EXT# 2934

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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04 MAR 31 AM 8:56
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. Saxon Funding Management, 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 3. 20-0870693
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3-12-2004 5. perpetual
(Date of incorporation) (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. 4860 Cox Rd, Ste 300 Glen Allen VA 23060
(Principal office address)

SAME AS ABOVE
(Current mailing address)

8. Mortgage lending
(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

Raymond H. Asst Secretary
(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: 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. _____

Joyce T. Collins
(Signature of Director or Officer listed in number 12 of the application)

14. _____

Joyce T. Collins, AVP

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

Directors, Officers Report

Saxon Funding Management, Inc.

Thursday, March 25, 2004

DIRECTORS

Michael L. Sawyer **Director**
Primary Address: 4860 Cox Road, Suite 300
Glen Allen, VA 23060 USA

Dennis G. Stowe **Director**
Primary Address: 4708 Mercantile Drive
Ft. Worth, TX 76137 USA

OFFICERS

Michael L. Sawyer **Chief Executive Officer**
Primary Address: 4860 Cox Road, Suite 300
Glen Allen, VA 23060 USA

Dennis G. Stowe **President**
Primary Address: 4708 Mercantile Drive
Ft. Worth, TX 76137 USA

Bradley D. Adams **Executive Vice President**
Primary Address: 4860 Cox Road, Suite 300
Glen Allen, VA 23060 USA

Robert B. Eastep **Executive Vice President and Chief Financial Officer**
Primary Address: 4860 Cox Road, Suite 300
Glen Allen, VA 23060 USA

Carrie Pettitt **Senior Vice President and Controller**
Primary Address: 4860 Cox Road, Suite 300
Glen Allen, VA 23060 USA

Jennifer Sebastian **Senior Vice President and Treasurer**
Primary Address: 4860 Cox Road, Suite 300
Glen Allen, VA 23060 USA

Richard D. Shepherd **Senior Vice President, General Counsel and Secretary**
Primary Address: 4860 Cox Road, Suite 300
Glen Allen, VA 23060 USA

Matthew W. Grey **Vice President, Assistant General Counsel and Assistant Secretary**
Primary Address: 4860 Cox Road, Suite 300
Glen Allen, VA 23060 USA

Joyce T. Collins **Assistant Vice President**
Primary Address: 4860 Cox Road, Suite 300
Glen Allen, VA 23060 USA

Karl Headley **Assistant Treasurer**
Primary Address: 4951 Lake Brook Drive, Suite 300
Glen Allen, VA 23060 USA

Delaware

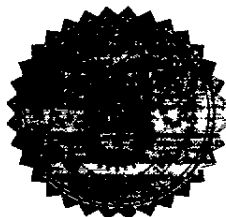
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAXON FUNDING MANAGEMENT, 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 TWENTY-SIXTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SAXON FUNDING MANAGEMENT, INC." WAS INCORPORATED ON THE TWELFTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



3776632 8300

040223428

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3014541

DATE: 03-26-04