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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

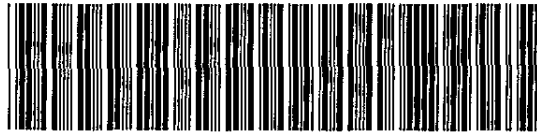
(Business Entity Name)

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CORPORATIONS
TALLAHASSEE, FLORIDA

W04-11371

J. BRYAN MAR 22 2004

J. BRYAN APR 22 2004

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: American Capital Mortgage Bankers, Ltd.
(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:

Sunny Jain
(Name of Person)
American Capital Mortgage Bankers Ltd.
(Firm/Company)
1981 Marcus Avenue, C112,
(Address)
Lake Success, NY 11042
(City/State and Zip code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Sunny at (516) 327 6000 X427
(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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 2, 2004

SUNNY JAIN
AMERICAN CAPITAL MORTGAGE BANKES LTD.
1981 MARCUS AVENUE, C112
LAKE SUCCESS, NY 11042

SUBJECT: AMIERICAN CAPITAL MORTGAGE BANKERS LTD.
Ref. Number: W04000011371

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TALLAHASSEE, FLORIDA

Please accept our apology for failing to mention this in our previous letter.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and approval letter to the Division of Corporations for filing.

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) 245-6043.

TO → Joey Bryan
Document Specialist

Letter Number: 204A00021871

4/12/04

See Attached



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
DIRECTOR

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

February 26, 2004

Mr. Sunny Jain
American Capital Mortgage Bankers
1981 Marcus Avenue, C112
Lake Success, New York 11042

Dear Mr. Jain:

Re: American Capital Mortgage Bankers, Ltd.

Thank you for your recent letter/fax requesting approval for use of the above-referenced corporate name. It is the opinion of this Office that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company.

The Office does not object to your use of the above-referenced corporate name being registered as a foreign corporation in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Linda B. Charity
Deputy Director
Financial Institutions

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings
Division of Corporations, Secretary of State's Office

William T. Sims, Division of Finance Regulation

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 22, 2004

SUNNY JAIN
AMERICAN CAPITAL MORTGAGE BANKES LTD.
1981 MARCUS AVENUE, C112
LAKE SUCCESS, NY 11042

SUBJECT: AMIERICAN CAPITAL MORTGAGE BANKERS LTD.
Ref. Number: W04000011371

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for AMIERICAN CAPITAL MORTGAGE BANKERS LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ✓ The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.
 - ✓ Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".
 - ✓ The entity's date of incorporation/organization must be listed in the document.
- The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 704A00018644

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. American Capital Mortgage Bankers, Ltd., Co. (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. New York 3. 11-3287707 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/10/1993 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. 1981 Marcus Avenue, C112, Lake Success, NY 1104 (Principal office address)

Same as above (Current mailing address)

8. Mortgage Lender (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: A1A REGISTERED AGENT INC.

Office Address: 92 SADBERRY RD.

Quincy, Florida 32351 (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.

[Handwritten signature]

(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:

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A. DIRECTORS

Chairman: Sunny Jain
Address: 66 Logan Ave
SUNY 10301

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

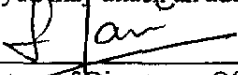
President: Sunny Jain
Address: 66 Logan Avenue,
Staten Island, NY 10301

Vice President: _____
Address: _____

Secretary: Sunny Jain
Address: 66 Logan Ave. SI. NY 10301

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. SUNNY JAIN - President
(Typed or printed name and capacity of person signing application)

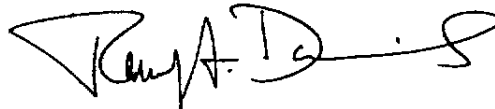
State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of AMERICAN CAPITAL MORTGAGE BANKERS, LTD. was filed on 08/10/1993, under the name of A. PALMA MORTGAGE CORP., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment A. PALMA MORTGAGE CORP., changing its name to AMERICAN CAPITAL MORTGAGE BANK, LTD., was filed 02/27/1997.

A Certificate of Amendment AMERICAN CAPITAL MORTGAGE BANK, LTD., changing its name to AMERICAN CAPITAL MORTGAGE BANKERS, LTD., was filed 03/20/1997.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of March
two thousand and four.*



Secretary of State

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