

F04000002731

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000107744 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

*Please Give to
Trevor Brumbley
as discussed. Thanks!
Brigman Weir
CT Corp*

No penalties per Brenda

FOREIGN PROFIT QUALIFICATION

American Property Financing, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

RECEIVED

04 MAY 18 PM 1:20

DIVISION OF CORPORATION

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

04 MAY 18 PM 3:31

FILED

Electronic Filing Menu

Corporate Filing

Public Access Menu

*JPB
5-18-04*

EMIGRANT
S A V I N G S B A N K

Ms. Brenda Tadlock
Florida Dept of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

5 EAST 42ND STREET, NEW YORK, N.Y. 10017

April 29, 2004

RE: American Property Financing, Inc. (APF)
FEI #: 13-3804500

Dear Ms. Tadlock:

With respect to your attached notice, we offer the following clarification and explanation of APF's business and activities as they relate to the state of Florida.

APF is a mortgage origination company based in New York State. For the years 2000 through 2002, APF met all the criteria for not conducting business of a "foreign corporation" as described under Florida Statute, Section 607.1501(2): "The following activities, among others, do not constitute transacting business within the meaning of subsection (1):

- (e) Selling through independent contractors.
- (f) Soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise, if the orders require acceptance outside this state before they become contracts.
- (g) Creating or acquiring indebtedness, mortgages, and security interests in real or personal property.
- (h) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts. "

APF originated mortgages through an independent contractor, processed, evaluated and approved all loans in New York and immediately sold the loans to a third party (usually Fannie Mae). Loans were disbursed from the New York offices and independent contractors were utilized in their closings. APF erroneously filed tax returns in the State of Florida for 2000 - 2002.

In 2003 APF applied for authorization to transact business in Florida as nexus was established by opening an office and employing salaried personnel. The State of Florida responded by notifying APF that Florida tax returns had been filed for the years 2000 through 2002 and were assessing APF a for not applying for authorization to do business.

Based on the activities, which do not constitute doing business, carried on in the state of Florida 2000 - 2002, we respectfully request to have the penalty abated.

Please contact me at 212.850.4294 if you have any questions or comments.

Sincerely

Rich Krupin
VP - Tax

04 MAY 18 PM 3:32
RECEIVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Property Financing, 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. 13-3804500

(FEI number, if applicable)

4. 1/31/1995

(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 §17.155, F.S.)

7. 8913 Regents Park Drive, Tampa, Florida 33647

(Principal office address)

5 East 42nd Street, New York, New York 10017

(Current mailing address)

8. Solicit & process mortgage financing for commercial & multi-family residential properties.

(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 Road

Plantation

(City)

, Florida 33324

(Zip code)

24 MAY 19 PM 3:31
RECEIVED
FILED
TAMPA, FLORIDA

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.

CONNIE BRYAN

SPECIAL ASSISTANT 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: Alan WienerAddress: 5 East 42nd Street
NY, NY 10017

Vice Chairman: _____

Address: _____

Director: Arthur HabighorstAddress: 5 East 42nd Street
NY, NY 10017Director: James WoolseyAddress: 5 East 42nd Street
NY, NY 10017

B. OFFICERS

President: Arthur HabighorstAddress: 5 East 42nd Street
NY, NY 10017Vice President: James WoolseyAddress: 5 East 42nd Street
NY, NY 10017Secretary: Daniel HickeyAddress: 5 East 42nd Street, NY, NY 10017Treasurer: James WoolseyAddress: 5 East 42nd Street, NY, NY 10017

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. Arthur Habighorst (President/Director)

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

04 MAY 18 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

MAY-18-2004 11:54

CT CORPORATION

Delaware

PAGE 1

P.04

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN PROPERTY FINANCING, 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 FIFTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2472009 8300

AUTHENTICATION: 2731630

030710381

DATE: 11-05-03

TOTAL P.04