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Division of Corporations

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From:

C T CORPORATION SYSTEM Account Name

Account Number :

Phone (850) 222-1092 Fax Number (850) 222-9428 Trevor Brumbley as discussed. Thouhal

Please Give to

American Property Financing, Inc.

FOREIGN PROFIT QUALIFICATION

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

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Compared Filings



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

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

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 mall 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 API 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 in 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

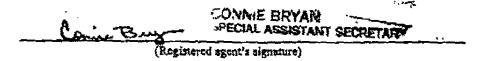
Application by foreign corporation for authorization to transact business in Florida

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. American Property Financing, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.,": "Corp." "Inc." "Co." or "Corp.") (If name unavailable in Piorida, enter attemate corporate name adopted for the purpose of transacting business in Florida) Delaware (State or country under the law of which it is incorporated) 1/31/1995 (Detc of incorporation) (Duration: Year corp. will cease to exist or "perpetual") Upon Qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insort "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and \$17.155, F.S.) 8913 Regents Park Drive, Tampa, Florida 33647 (Principal office address) 5 East 42nd Street, New York, New York 10017 (Current mailing address) Solicit & process mortgage financing for commercial & multil-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 of Mail Drop Box NOT acceptable) CT Corporation System Name: Office Address: 1200 South Pine Island Road

10: Registered agent's acceptance:

Plantation

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.



^{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 jutisdiction under the law of which it is incorporated.

12, Name	s and business addresses of officers and/or directors:	, ,		
A. DIRE	TTORS .			
Chairman:	Alan Wiener			<u>:</u> -
Address: _	5 Fast 42nd Street	,,		
-	NY, NY 10017			
Vice Chair	nan:			
Address: _	<u> </u>			
Director:	Arthur Habighorst			
_	5 Fast 42nd Street			
	NY, NY 10017			
	James Woolsey			
	5 East 42nd Street			
	NY, NY 10017			
B. OFFI	CERS ·			
President:	Arthur Habishorst		<u> </u>	
	5 Fast 42td Street	·		
	NY NY 10017	· .	No.	10
	ient James Mooisey		<u> </u>	3
	5 East 42nd Street	•	ASS	<u> </u>
	NY, NY 10017			P
	Daniel Hickey		30 A	ယ့
•	5 East 42nd Street, NY, NY 10017		20.	
	James Woolsey			
	5 East 42nd Street, NY, why 10017			
NOTE: 1		eers and/or di	rectors.	<u> </u>
7.47	(Signature of Director or Officer listed in number 12 of the application)	• .		
14	Arthur Habighorst (President/Director)	<u> </u>		
	(Typed or printed name and capacity of person signing application)	†		



The First State

I, MARRIET 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 NURTHER CERTIFY THAT THE ANNUAL REFORTS HAVE BEEN FILED TO DATE.

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

Warriet Smith Hinden
Harriet Smith Windson, Secretary of State

AUTHENTICATION: 2731630 ..

DATE: 11-05-03

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