

F04000002781

Florida Department of State
Division of Corporations
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MJH

To:
Division of Corporations
Fax Number : (850) 205-0382

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

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FOREIGN PROFIT QUALIFICATION

HomeBanc Funding Corp. II

Certificate of Status	0
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Page Count	046
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 12, 2004

CT CORPORATION SYSTEM

SUBJECT: HOMEBANC FUNDING CORP. II
REF: W04000018233

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANKSHARES, 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) 245-6967.

Michelle Hodges
Document SpecialistFAX Aud. #: H04000103186
Letter Number: 404A00033089

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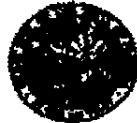
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DIVISION OF CORPORATIONS

MAY-19-2004 10:36
FMT-19-2004 05:45

CT CORPORATION
DIVISION OF BANKING

P. 23



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
DIRECTOR

**FINANCIAL SERVICES
COMMISSION**

JES RUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

May 19, 2004

Mr. Kevin Ashburn
Compliance Officer
HomeBanc Mortgage Corporation
2002 Summit Boulevard
Atlanta, Georgia 30319

Dear Mr. Ashburn:

Re: HomeBanc Funding Corp./HomeBanc Funding Corp. II

Thank you for your recent letter/fax requesting approval for use of the above-referenced corporate names. It is the opinion of this Office that your names are 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 names being registered as foreign corporations 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,

A handwritten signature in dark ink, appearing to read "Linda B. Charity", is written over the typed name.

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

200 EAST GAMES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9111 • FAX (850) 410-9348

Affirmative Action / Equal Opportunity Employer

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. HomeBanc Funding Corp. II

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "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. _____

(FEI number, if applicable)

4. March 8, 2004

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 617.155, F.S.)

7. 2002 Summit Boulevard, Suite 100, Atlanta, GA 30319

(Principal office address)

2002 Summit Boulevard, Suite 100, Atlanta, GA 30319

(Current mailing address)

8. Any and/or all lawful activity

(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)

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.

CT Corporation System

By: Rachel T. Hayes

(Registered agent's signature)

RACHEL T. HAYES
ASSISTANT SECRETARY

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. DIRECTORSChairman: Patrick S. FloodAddress: 2002 Summit Boulevard, Suite 100, Atlanta, GA 30319

Vice Chairman: _____

Address: _____

Director: Kevin RaceAddress: 2002 Summit Boulevard, Suite 100, Atlanta, GA 30319Director: Edgar D. Jannotta, Jr.Address: 2002 Summit Boulevard, Suite 100, Atlanta, GA 30319SEE ATTACHMENT**B. OFFICERS**President: Kevin RaceAddress: 2002 Summit Boulevard, Suite 100, Atlanta, GA 30319Vice President: Charles W. McGuireAddress: 2002 Summit Boulevard, Suite 100, Atlanta, GA 30319Secretary: Charles W. McGuireAddress: 2002 Summit Boulevard, Suite 100, Atlanta, GA 30319

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. CHARLES W. MC GUIRE, VICE PRES.
(Typed or printed name and capacity of person signing application)

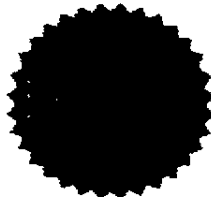
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOMEBANC FUNDING CORP. II." 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 ELEVENTH DAY OF MAY, A.D. 2004.

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



3774254 8300

040343320

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3103995

DATE: 05-11-04