

SEP-27-2004 12:29
Division of Corporations

CT CORPORATION

FILED

Florida Department of State
Division of Corporations
Public Access System

2004 SEP 27 A 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

((H04000192997 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 : PCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

RECEIVED

04 SEP 27 PM 1:12

DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Fieldstone Investment Corporation

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

Resent

AL

Electronic Filing Menu

Corporate Filing

Public Access Help

SEP-27-2004 12:29

CT CORPORATION
2003/12000

CTCORP

P. 02

PAGE 02 FILE

2004 SEP 27 A

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECRETARY OF S
TALLAHASSEE, FL

**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. Fieldstone Investment Corporation
(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. Maryland 3. 74-2874689
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/20/2003 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 617.155, F.S.)

7. 11000 Broken Land Parkway, Columbia, MD 21044
(Principal office address)

same
(Current mailing address)

8. See Attachment
(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: c/o CT Corporation System, 1200 South Pine Island

Plantation, Florida 33324
(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.

CT Corporation System

Mark S. Eppley
Assistant Vice-President
and Secretary

By: [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:

SEP-27-2004 12:29

CT CORPORATION

P.03
PAGE 03/08

FILED

2004 SEP 27 A 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: See Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attachment

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. _____

(Signature of Director or Officer listed in number 12 of the application)

14. _____

ROBERT G. PARTLOW SENIOR VICE PRESIDENT + CFO

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

SEP-27-2004 12:29

CT CORPORATION

P.04
PAGE 04/08

FILED

Attachment

2004 SEP 27 A 8:37

To engage in any lawful act or activity (including, without limitation or obligation, engaging in business as a real estate investment trust (a "REIT") under Section 856 through 860 of the Internal Revenue Code of 1986, as amended or any successor statute for which corporations may be organized under the Maryland General Corporation Law as now or hereafter in force.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP-27-2004 12:30

CT CORPORATION

GROUP

P.05

PAGE 05/08

FILED

2004 SEP 27 A 8:37

FIELDSTONE INVESTMENT CORPORATION
SENIOR OFFICERS AND DIRECTORS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thomas D. Eckert
8270 Greensboro Drive
McLean, VA 22102

Chairman of the Board

Jeffrey R. Springer
13000 Dulaney Valley Road
Glen Arm, MD 21057

Director

David S. Engleman
6053 San Elijo
Rancho Santa Fe, CA 92067

Director

Jonathan E. Michael
9025 N. Lindbergh Drive
Peoria, IL 61615-1431

Director

Celia V. Martin
5326 Falmouth Road
Bethesda, MD 20816

Director

David A. Schoenholz
1350 Oak Ridge Rd
Barrington, IL 60010

Director

Michael J. Sonnenfeld
11000 Broken Land Parkway
Suite 700
Columbia, MD 21044

CEO/President/Director

Robert G. Partlow
11000 Broken Land Parkway
Suite 700
Columbia, MD 21044

Senior Vice President/CFO/Asst. Secretary

Cynthia L. Harkness
11000 Broken Land Parkway
Suite 700
Columbia, MD 21044

Senior Vice President/General Counsel/Secretary

Mark C. Krebs
11000 Broken Land Parkway
Suite 700
Columbia, MD 21044

Senior Vice President/Treasurer

SEP-27-2004 12:30

CT CORPORATION

FILED

2004 SEP 27 A 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09/24/2004 14:18 2025729606

CTCORP

PAGE 06/08

Walter P. Buczynski
11000 Broken Land Parkway
Suite 700
Columbia, MD 21044

Executive VP Secondary Marketing/Asst. Secretary

John C. Camp IV
11000 Broken Land Parkway
Suite 700
Columbia, MD 21044

Senior Vice President Systems and Facilities/CIO

Teresa A. McDermott
11000 Broken Land Parkway
Suite 700
Columbia, MD 21044

Senior Vice President/Controller/Asst. Secretary

Gary K. Uchino
11000 Broken Land Parkway
Suite 700
Columbia, MD 21044

Senior Vice President Risk Management/CCO

John C. Kendall
11000 Broken Land Parkway
Suite 700
Columbia, MD 21044

Senior Vice President Investment Portfolio

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT FIELDSTONE INVESTMENT CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JULY 02, 2004.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097