

F040000006/32

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2004 OCT 25 11:20:19

SECRETARY OF REVENUE
TALLAHASSEE



700041566037

10/14/04--01004--006 **87.50

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

2004 OCT 25 P 1:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 15, 2004

DONALD WALTHALL
7100 NORTHLAND CIR.
SUITE 301
BROOKLYN PARK, MN 55428

SUBJECT: UNIVERSAL MORTGAGE INCORPORATED
Ref. Number: W04000038057

We have received your document for UNIVERSAL MORTGAGE INCORPORATED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 804A00059500

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2001 OCT 25 P 1:20

SHANE GIBBY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Universal Mortgage Incorporated
(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:

Donald Walthall
(Name of Person)

Universal Mortgage Incorporated
(Firm/Company)

7100 Northland Circle, Suite 301
(Address)

Brooklyn Park, MN 55428
(City/State and Zip code)

For further information concerning this matter, please call:

Donald Walthall at (763) 201-2100
(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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Universal Mortgage Incorporated
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

Universal Agency Mortgage Incorporated
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Minnesota 3. 37-14445604
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/18/2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. None
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7100 Northland Circle, Suite 301 Brooklyn Park, MN 55428
(Principal office address)

7100 Northland Circle, Suite 301 Brooklyn Park, MN 55428
(Current mailing address)

8. Residential Mortgage Originator
(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 NOT acceptable)

Name: William Walthall

Office Address: 14080 Barlington Street

Spring Hill, Florida 34609
(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.

William Walthall
(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

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Chairman: Donald Walthall

Address: 7100 Northland Circle, Suite 301
Brooklyn Park, MN 55428

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: None

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. Donald Walthall

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

14. Donald Walthall

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

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

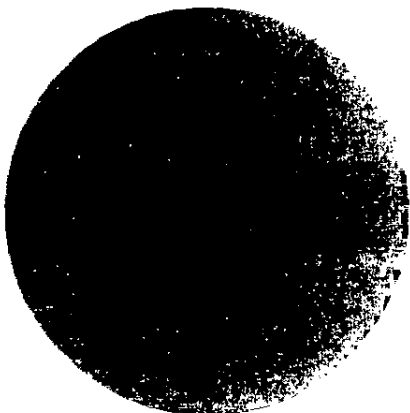
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Universal Mortgage Incorporated

Date Formed: 10/18/2002

Chapter Governed By: 302A

This certificate has been issued on 09/28/04.



Mary Kiffmeyer
Secretary of State.