

F04000007092

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

REO Management 2004 Inc.

Certificate of Status	0
Certified Copy	0
Page Count	056
Estimated Charge	\$70.00

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Jennifer*

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 18, 2004

CT CORPORATION SYSTEM

SUBJECT: REO MANAGEMENT 2004 INC.
REF: W04000038201

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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 Specialist

FAX Aud. #: H04000206564
Letter Number: 304A00059640

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DIVISION OF CORPORATIONS

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. REO MANAGEMENT 2004 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. 20-1672472

(FEI number, if applicable)

4. 9/21/04

(Date of incorporation)

5. PERPETUAL

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

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3800 CITIGROUP CENTER, TAMPA, FLORIDA 33610

(Principal office address)

250 WEST STREET, 10 FL, NEW YORK, NEW YORK, 10013

(Current mailing address)

8. ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED IN DE

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

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

By: _____

Penny H. [Signature]
Penny H. [Signature]
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:

FILED
04 OCT 15 PM 4:38
TAMPA, FLORIDA

A. DIRECTORSChairman: PLEASE SEE ATTACHED RIDER

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. Rachel E. Stine
(Signature of Director or Officer listed in number 12 of the application)
14. RACHEL STINE, ASSISTANT SECRETARY + V.P.
(Typed or printed name and capacity of person signing application)

REQ MANAGEMENT 2002 INC.**Directors And Principal Officers Rider****Directors:**

Jeffrey Perlowitz	- 390 Greenwich Street, New York, NY 10013
Mark Tscarsky	- 390 Greenwich Street, New York, NY 10013
David Tibbals	- 388 Greenwich Street, New York, NY 10013

Officers:

Randall Costa - President	- 390 Greenwich Street, New York, NY 10013
David Tibbals - Managing Director	- 388 Greenwich Street, New York, NY 10013
Peter Patricola - Controller	- 388 Greenwich Street, New York, NY 10013
Scott Freidenrich - Treasurer	- 388 Greenwich Street, New York, NY 10013
Keith J. Anzel - Assistant Treasurer	- 388 Greenwich Street, New York, NY 10013
John Ramsay - Secretary	- 388 Greenwich Street, New York, NY 10013
Myongsu Kong - Vice President	- 250 West Street, New York, NY 10013
Rachel Stine - Vice President	- 250 West Street, New York, NY 10013
David Tibbals - Assistant Secretary	- 388 Greenwich Street, New York, NY 10013
Myongsu Kong - Assistant Secretary	- 250 West Street, New York, NY 10013
Rachel Stine - Assistant Secretary	- 250 West Street, New York, NY 10013

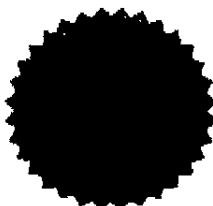
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REO MANAGEMENT 2004 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 FOURTEENTH DAY OF OCTOBER, A.D. 2004.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3657484 8300

AUTHENTICATION: 3411337

040742615

DATE: 10-14-04

TOTAL P.06