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W05-5524



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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: U.S.A. MORTGAGE FUNDING, INC
(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:

CONRAD R. CARNEY, II
(Name of Person)

U.S.A. MORTGAGE FUNDING, INC.
(Firm/Company)

501 DABBY CREEK Rd #8
(Address)

LEXINGTON, KY 40509
(City/State and Zip code)

For further information concerning this matter, please call:

CONRAD R. CARNEY, II at (859) 983-2604
(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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 2, 2005

CONRAD R. CARNEY, II
U.S.A. MORTGAGE FUNDING, INC.
501 DARRY CREEK RD., #8
LEXINGTON, KY 40509

SUBJECT: U.S.A. MORTGAGE FUNDING, INC.
Ref. Number: W05000005524

We have received your document for U.S.A. MORTGAGE FUNDING, INC. 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 of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

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

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

Letter Number: 005A00007554

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. U.S.A. MORTGAGE FUNDING, INC. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

U.S.A. MORTGAGE LENDERS FUNDING, Inc. (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. KY (State or country under the law of which it is incorporated) 3. 20-1388446 (FEI number, if applicable)

4. 5/17/04 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

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

7. 501 DABBY CREEK Rd #8 LEXINGTON, KY 40509 (Principal office address)

(SAME) (Current mailing address)

8. TO ENGAGE IN MORTGAGE FUNDING AS A MORTGAGE BANKER (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 Rd.

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.

Carl Reed (Registered agent's signature) Carl Reed 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:

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A. DIRECTORS

Chairman: CONRAD R. CARNEY, II

Address: 501 DABBY CREEK Rd #8
LEXINGTON, KY 40509

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: DAVID A. WILSON

Address: 501 DABBY CREEK Rd #8
LEXINGTON, KY 40509

Vice President: THOMAS H. WELCH

Address: 501 DABBY CREEK Rd #8
LEXINGTON, KY 40509

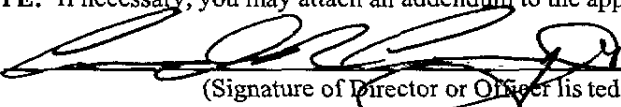
Secretary: CONRAD R. CARNEY, II

Address: 501 DABBY CREEK Rd #8 LEXINGTON, KY 40509

Treasurer: CONRAD R. CARNEY, II

Address: 501 DABBY CREEK Rd #8 LEXINGTON, KY 40509

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. CONRAD R. CARNEY, II SECRETARY/TREASURER
(Typed or printed name and capacity of person signing application)



**Trey Grayson
Secretary of State**

Certificate of Existence

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

U.S.A. MORTGAGE FUNDING, INC.

is a corporation duly incorporated and existing under KRS Chapter 271B, whose date of incorporation is May 17, 2004 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 16th day of December, 2004.



Trey Grayson

Trey Grayson
Secretary of State
Commonwealth of Kentucky
Rlong/0586258 - Certificate ID: 8549