

03/14/2005

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NO. 001

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Florida Department of State
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From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

FOREIGN PROFIT QUALIFICATION

U.S. MORTGAGE GROUP INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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002



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 11, 2005

CORPDIRECT AGENTS, INC.

SUBJECT: USMC MORTGAGE GROUP
REF: W05000012732

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

The adopted name must also contain a corporate suffix. Please note that if you put the adopted name on the second line of the application, you do not need to include the resolution letter you submitted.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Lee Rivers
Document Specialist

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**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. Mortgage Group INC

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

USMG Mortgage Group Inc.

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

2. Pennsylvania

(State or country under the law of which it is incorporated)

3. 20-1058997

(FEI number, if applicable)

4. 4/13/04

(Date of incorporation)

5. perpetual

(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 817.155, F.S.)

7. 1617 JFK Boulevard, Suite 1210, Philadelphia, PA 19103

(Principal office address)

same

(Current mailing address)

8. to conduct a mortgage business

(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston

(City)

Florida 33331

(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.

NRAI Services, Inc.

By: 

(Registered agent's signature)

MICHAEL MIRALIONE, REG. SEC.

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: Marc Dambrosio

Address: 1617 JFK Boulevard, Suite 1210

Philadelphia, PA 19103

Vice Chairman: _____

Address: _____

Director: Marc Dambrosio

Address: 1617 JFK Boulevard, Suite 1210

Philadelphia, PA 19103

Director: _____

Address: _____

B. OFFICERS

President: Marc Dambrosio

Address: 1617 JFK Boulevard, Suite 1210

Philadelphia, PA 19103

Vice President: none

Address: _____

Secretary: Marc Dambrosio

Address: 1617 JFK Boulevard, Suite 1210, Philadelphia, PA 19103

Treasurer: Marc Dambrosio

Address: 1617 JFK Boulevard, Suite 1210, Philadelphia, PA 19103

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. Marc Dambrosio, President

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

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

March 09, 2005

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

U.S. MORTGAGE GROUP INC

is duly incorporated under the laws of the Commonwealth of Pennsylvania and
remains subsisting so far as the records of this office show, as of the date
herein.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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IN TESTIMONY WHEREOF, I
have hereunto set my hand and
caused the Seal of the
Secretary's Office to be affixed,
the day and year above written.

Pedro C. Cortes

Secretary of the Commonwealth

dpc

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