

To: +1 (850) 205-0383
Subject

From: Patricia Tadlock

Thursday, May 12, 2005 4:44 PM Page: 1 of 6

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

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

0173-37871

05 MAY 10 AM 10:07
TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

ABSOLUTE MORTGAGE CORPORATION

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 846 |
| Estimated Charge | \$70.00 |

Electronic Filing Menu

Corporate Filing

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Florida Dept of State

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PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 11, 2005

CORPDIRECT AGENTS, INC.

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE

SUBJECT: ABSOLUTE MORTGAGE CORPORATION
REF: W05000023948

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 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) 245-6890.

Jason McFadden
Document Specialist

FAX And. #: H05000119289
Letter Number: 805A00033746

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DIVISION OF CORPORATIONS

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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

AMC Funding Source, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Rhode Island 3. 20-0096937
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 07/02/2003 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 817.155, F.S.)
7. 1130 Ten Rod Road, Suite #D202, North Kingstown, Rhode Island 02852
(Principal office address)

1130 Ten Rod Road, Suite #D202, North Kingstown, Rhode Island 02852
(Current mailing address)
8. Mortgage Lending and Brokering
(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: License and Compliance Resource, LLC
Office Address: 245 Gray Street
West Palm Beach, Florida 33405
(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.

License and Compliance Resource, LLC
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:

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A. DIRECTORS

Chairman: Emily J. Murphy

Address: 1130 Ten Rod Road, Suite #D202, North Kingstown, Rhode Island 02852

Vice Chairman: N/A

Address: N/A

Director: Emily J. Murphy

Address: 1130 Ten Rod Road, Suite #D202, North Kingstown, Rhode Island 02852

Director: N/A

Address: N/A

B. OFFICERS

President: Emily J. Murphy

Address: 1130 Ten Rod Road, Suite #D202, North Kingstown, Rhode Island 02852

Vice President: N/A

Address: N/A

Secretary: Emily J. Murphy

Address: 1130 Ten Rod Road, Suite #D202, North Kingstown, Rhode Island 02852

Treasurer: Emily J. Murphy

Address: 1130 Ten Rod Road, Suite #D202, North Kingstown, Rhode Island 02852

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Emily J. Murphy - President/Treasurer/Secretary/Director
(Signature of Director or Officer listed in number 12 of the application)

14. Emily J. Murphy - President/Treasurer/Secretary/Director
(Typed or printed name and capacity of person signing application)

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown
Secretary of State

The Office of the Secretary of the State of Rhode Island and Providence Plantations, HEREBY CERTIFIES, that

ABSOLUTE MORTGAGE CORPORATION

a Rhode Island corporation, filed original articles of incorporation in this office on the 2nd day of July 2003; and

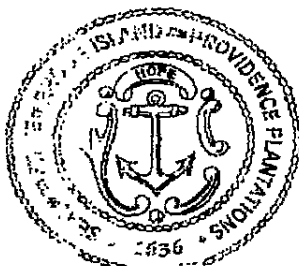
IT IS FURTHER CERTIFIED that said corporation is now of record and in good standing in this office.

SIGNED AND SEALED this ninth day of May 2005.

Matthew Brown

Secretary of State

BY *Wey E. Carullo*



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**ABSOLUTE MORTGAGE CORPORATION
MINUTES OF A
REGULAR MEETING OF THE BOARD OF DIRECTORS**

On May 11, 2005 a regular meeting of the Board of Directors of Absolute Mortgage Corporation was held 1130 Ten Rod Road, Suite #D202, North Kingstown, Rhode Island 02852. The following Board of Directors attended the meeting:

Emily Murphy

The issue was raised as to whether or not Absolute Mortgage Corporation should apply for a DBA in Florida. The Board of Directors unanimously determined that Absolute Mortgage Corporation should pursue the DBA Filing for the North Kingstown, Rhode Island location and that Emily Murphy shall be authorized to apply and file for a DBA and sign the DBA application on behalf of Absolute Mortgage Corporation

BE IT RESOLVED that Absolute Mortgage Corporation will pursue a DBA in Florida for it North Kingstown, Rhode Island location and that Emily Murphy, its President, is authorized to apply for, file, and sign the DBA application on behalf of Absolute Mortgage Corporation.

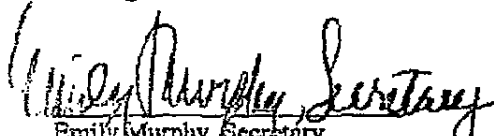
BE IT RESOLVED that Absolute Mortgage Corporation will do business as AMC Funding Source, Inc. in Florida.

There being no other business to conduct the meeting was adjourned.


Emily Murphy, Secretary

5/11/05
Date

I hereby certify that this is a true and correct copy of the minutes from the May 11, 2005 meeting of the directors of Absolute Mortgage Corporation.


Emily Murphy, Secretary

5/11/05
Date

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