

To: FL Dept. of State
Subject: 000631.44109

From: Katie Wensch

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F05000006463

Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION
COUNTRYWIDE MANAGEMENT CORPORATION

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TALLAHASSEE FLORIDA

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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. Countrywide Management Corporation
(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 3. 95-4251647
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 21, 1989 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 4500 Park Granada, CH-11 Calabasas, CA 91302
(Principal office address)
5220 Las Virgenes, AC-11 Calabasas, CA 91302
(Current mailing address)

8. Serves as Manager of Countrywide Mortgage Ventures, LLC.
(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)

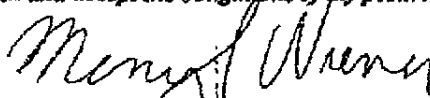
Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.



(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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TALLAHASSEE FLORIDA

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A. DIRECTORS

Chairman: Stanford L. Kurland

Address: 4500 Park Granada, CH-3

Calabasas, CA 91302

Vice Chairman: David Sambol

Address: 4500 Park Granada, CH-143B

Calabasas, CA 91302

Director: Joe D. Anderson

Address: 6400 Legacy Drive, PTX-92

Plano, TX 75024

Director: _____

Address: _____

B. OFFICERS

President: Joe D. Anderson

Address: 6400 Legacy Drive, PTX-92

Plano, TX 75024

Vice President: Brian Hale

Address: 6400 Legacy Drive, PTX-68

Plano, TX 75024

Secretary: John D. Guerry

Address: 5220 Las Virgenes, AG-11 Calabasas, CA 91302

Treasurer: Stephen W. G. Smith

Address: 6400 Legacy Drive, PTX-271, Plano, TX 75024

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. John D. Guerry, Secretary

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

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Attachment to Countrywide Management Corporation Application by Foreign Corporation for Authorization to Transact Business in Florida

Question 6.

On behalf of Countrywide Management Corporation (the "Company"), it is respectfully submitted that the Company has not been transacting business in the State of Florida as defined under current Florida law. However, the Company submits this application in good faith and in consideration that it will file state tax returns with the State of Florida from time to time on behalf of Countrywide Mortgage Ventures, LLC ("CMV, LLC") in its capacity as the Manager of CMV, LLC.

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COUNTRYWIDE MANAGEMENT CORPORATION
LIST OF ADDITIONAL OFFICERS

OFFICERS:

Eric P. Sieracki	Assistant Treasurer 4500 Park Granada, MS CH-19 Calabasas, CA 91302
Jennifer Shiley Sandefur	Assistant Treasurer 4500 Park Granada, MS CH-43A Calabasas, CA 91302
Frederick J. Budig	Assistant Treasurer 31303 Agoura Road, MS WLAR-43 Westlake Village, CA 91363
Bradley W. Coburn	Assistant Treasurer 4500 Park Granada, MS CH-43 Calabasas, CA 91302
Carol L. Krefting	Assistant Treasurer 31303 Agoura Road, MS WLAR-43 Westlake Village, CA 91363
Caroline Sublette-Wesley	Assistant Treasurer 31303 Agoura Road, MS WLAR-43 Westlake Village, CA 91363
Glenda Daniel	Assistant Secretary 5220 Las Virgenes, MS AC-11 Calabasas, CA 91302
Linda Jacopetti	Assistant Secretary 26050 Mureau Road, Suite 101, AC/MU-101 Calabasas, CA 91302
Devra Lindgren	Assistant Secretary 5220 Las Virgenes, MS AC-11 Calabasas, CA 91302
Teresa Palma	Assistant Secretary 8521 Fallbrook Avenue, WH-11 West Hills, CA 91304
Tanya Schneider	Assistant Secretary 5220 Las Virgenes, MS AC-11 Calabasas, CA 91302

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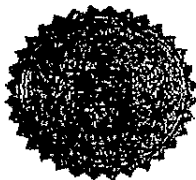
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COUNTRYWIDE MANAGEMENT CORPORATION" 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 THIRD DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COUNTRYWIDE MANAGEMENT CORPORATION" WAS INCORPORATED ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 1989.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4273576

DATE: 11-03-05

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