

To: FL Dept. of State
Subject: 000715/0725

From: katie.wonso

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

RALLY MORTGAGE BANKERS CORP.

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OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

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FINANCIAL SERVICES
COMMISSION

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GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

September 11, 2006

Mr. Michael Mirrione
US CorpWorks, Inc.
1638 Pennsylvania Street
Denver, Colorado 80203

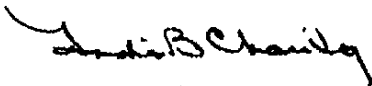
Dear Mr. Mirrione:

Re: Rally Mortgage Bankers, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced corporate name. It is the opinion of this Office that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company.

This Office does not object to your use of the above-referenced name being registered as a foreign corporation in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state. Proper regulatory approvals will be required.

Sincerely,


Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State
Sandra Green, Division of Finance Regulation

DIVISION OF FINANCIAL INSTITUTIONS
200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9800 • FAX (850) 410-9548

Affirmative Action / Equal Opportunity Employer

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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. Rally Mortgage Bankers Corp.

(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. New York

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

3. 54-2129532

(FEI number, if applicable)

4. 09/27/2002

(Date of incorporation)

5. Perpetual

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

6. Upon filing

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

7. 94-40 Lefferts Blvd., Richmond Hill, NY 11419

(Principal office address)

94-40 Lefferts Blvd., Richmond Hill, NY 11419

(Current mailing address)

8. See attached Exhibit A

(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: **NRAI Services, Inc.**

Office Address: **2731 Executive Park Dr., Ste 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.


(Registered agent's signature) **Michael Mimone, 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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Manjit S. Uppal

Address: 94-40 Lefferts Blvd., Richmond Hill, NY 11419

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: Manjit S Uppal

Address: 94-40 Lefferts Blvd., Richmond Hill, NY 11419

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. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Manjit S. Uppal, President

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

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Exhibit A

Rally Mortgage Bankers Corp.

Mortgage banking. To do all things related, incidental or convenient to the forgoing and to engage in any activity permitted by the laws of New York and Florida.

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**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of RALLY MORTGAGE BANKERS CORP. was filed on 09/27/2002, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



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*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 15th day of November
two thousand and six.*

Daniel Shapiro
Special Deputy Secretary of State

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