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Florida Department of State  
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From:

Account Name : CORPORATION SERVICE COMPANY  
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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**AMERICAN MORTGAGE CONSULTANTS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$1,220.00

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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. American Mortgage Consultants, Inc.**

(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**

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

**3.**

(FBI number, if applicable)

**4. December 5, 2008**

(Date of incorporation)

**5. perpetual**

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

**6. December 29, 2008**

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

**7. 12467 Telecom Drive, Tampa, Florida 33637**

(Principal office address)

**12467 Telecom Drive, Tampa, Florida 33637**

(Current mailing address)

**8. To conduct any lawful act or activity which a foreign corporation may conduct in The State of Florida**

(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**

(City)

**Florida 32301**

(Zip code)

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**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.*

Corporation Service Company

By: Carina L. Dunlap

(Registered agent's signature)

Carina L. Dunlap  
Asst. Vice President

**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:

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

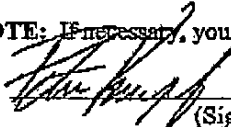
Director: Thomas A. KendallAddress: c/o Five Mile Capital Partners LLC- 3 Stamford Plaza, Ninth Floor, Stamford, CT 06901Director: Keith RamsdenAddress: c/o Five Mile Capital Partners LLC- 3 Stamford Plaza, Ninth Floor, Stamford, CT 06901**B. OFFICERS**President: Peter KempfAddress: c/o American Mortgage Consultants, Inc.12467 Telecom Drive, Tampa, Florida 33637

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Kimberly M. WimerAddress: c/o American Mortgage Consultants, Inc.- 12467 Telecom Drive, Tampa, Florida 33637Treasurer: Peter KempfAddress: c/o American Mortgage Consultants, Inc.- 12467 Telecom Drive, Tampa, Florida 33637

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. Peter S. Kempf, President

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

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ADDENDUM TO QUALIFICATION

Director: Joseph Piscina

Address: c/o Five Mile Capital Partners, LLC - 3 Stamford Plaza, Ninth Floor, Stamford, CT 06901

Director: Brian Tortorella

Address: c/o Five Mile Capital Partners, LLC - 3 Stamford Plaza, Ninth Floor, Stamford, CT 06901

Director: Mathew Carara

Address: c/o Five Mile Capital Partners, LLC - 3 Stamford Plaza, Ninth Floor, Stamford, CT 06901

Director: Peter Kempf

Address: c/o American Mortgage Consultants, Inc. - 12467 Telecom Drive, Tampa, FL 33637

Officer: Brian Tortorella, Chief Executive Officer

Address: c/o Five Mile Capital Partners, LLC - 3 Stamford Plaza, Ninth Floor, Stamford, CT 06901

Officer: Matthew Carara, Chief Executive Officer

Address: c/o American Mortgage Consultants, Inc. - 12467 Telecom Drive, Tampa, FL 33637

Officer: Scott M. Caracciolo, Senior Vice President

Address: c/o American Mortgage Consultants, Inc. - 12467 Telecom Drive, Tampa, FL 33637

Officer: Matthew S. Leahy, Senior Vice President

Address: c/o American Mortgage Consultants, Inc. - 1580 South Milwaukee Avenue, Suite 102, Libertyville, IL 60048

Officer: John W. Hutchinson, Senior Vice President

Address: c/o American Mortgage Consultants, Inc. - 12467 Telecom Drive, Tampa, FL 33637

Officer: Dennis P. Ryan, Jr., Senior Vice President

Address: c/o American Mortgage Consultants, Inc. - 1580 South Milwaukee Avenue, Suite 102, Libertyville, IL 60048

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# Delaware

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## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN MORTGAGE CONSULTANTS, INC." 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 THIRTEENTH DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN MORTGAGE CONSULTANTS, INC." WAS INCORPORATED ON THE FIFTH DAY OF DECEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 7078330

DATE: 01-13-09