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**CT CORPORATION SYSTEM**

Requestor's Name  
 660 EAST JEFFERSON STREET

Address  
 TALLAHASSEE FL 32301 222-1092

City State Zip Phone

**CORPORATION(S) NAME**

000001516590  
 -06/19/95--01019--030  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

*The Douglas-Michaels Corporation*

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 CORPORATION  
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACTION 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. The Douglas-Michaels Corporation  
(Name of corporation: must include the word "CORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Virginia  
(State or country under the law of which it is incorporated)
3. 54-1199381  
(FEI number, if applicable)
4. March 9, 1982  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 6564 Loisdale Court, Suite 500, Springfield, Virginia 22150  
(Current mailing address)
8. Marketing and administering biweekly mortgage payment programs and any other lawful purpose not prohibited by law.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Kevin J. Gallagher  
(Registered agent's signature) (Officer)

KEVIN J. GALLAGHER, Assistant Vice President  
(Type Name and Title of Officer)

REC'D  
SECRETARY OF  
STATE  
DIVISION OF  
CORPORATIONS  
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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 addresses of officers and/or directors:

A. DIRECTORS

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

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

Director: David G. Sonders  
Address: 6564 Loisdale Court, Suite 500  
Springfield, Virginia 22150

Director: James E. Wilke  
Address: 6564 Loisdale Court, Suite 500  
Springfield, Virginia 22150

B. OFFICERS

President: See attached list of officers  
Address: \_\_\_\_\_  
\_\_\_\_\_

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. *D. Rothman*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Diane L. Rothman, *Executive* Vice President  
(Typed or printed name and capacity of person signing application)

**Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of  
The Douglas-Michaels Corporation**

---

1. David G. Sonders, Chairman of the Board, CEO  
6564 Loisdale Court, Suite 500  
Springfield, Virginia 22150
2. James E. Wilks, President, COO  
6564 Loisdale Court, Suite 500  
Springfield, Virginia 22150
3. Diane L. Rothman, EVP, Secretary, Treasurer  
6564 Loisdale Court, Suite 500  
Springfield, Virginia 22150
4. F. L. Tolleson, Sr. Vice President, CFO  
6564 Loisdale Court, Suite 500  
Springfield, Virginia 22150
5. Thomas L. Kuehne, Senior Vice President, Business Development  
6564 Loisdale Court, Suite 500  
Springfield, Virginia 22150
6. Coni L. Cesaro, Asst. Secretary, Asst. Treasurer  
6564 Loisdale Court, Suite 500  
Springfield, Virginia 22150

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DIVISION OF CORPORATIONS  
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# Commonwealth of Virginia



## State Corporation Commission

I Certify the Following from the Records of the Commission:

The Douglas-Michaels Corporation is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is March 09, 1982.

Nothing more is hereby certified.

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Signed and Sealed at Richmond  
on this Date: June 02, 1995

*William J. Bridge*

William J. Bridge, Clerk of the Commission

CT CORPORATION SYSTEM

F95000002953

1100 Pennsylvania Avenue, NW  
Washington, DC 20005  
Tel. 202 393 7033  
Fax 202 737 3237

February 8, 1996

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Douglas-Michaels Corporation (DE)  
Order #: 378396

Counsel: John P. Kromer  
Negroni & Winston, P.L.L.C.  
1156 15th Street, N.W.  
Suite 302  
Washington, D.C. 20005

100001713141  
-02/13/96--01044--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

As requested by counsel, we enclose for filing an Application for Withdrawal on behalf of this corporation, together with funds in payment of the required fees. This document should be filed in due course.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800.336.3376.

Very truly yours,

Jennifer Cottrell  
Associate Customer Specialist

/jc

Enclosure(s)

Special Instructions: THANK YOU!!

*OK*  
*F95000002953*  
*2-12-96*  
*FTW/WH*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY  
TO TRANSMIT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

The Douglas-Michaels Corporation

(Name of Corporation)

Virginia

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

6564 Loisdale Court, Suite 500

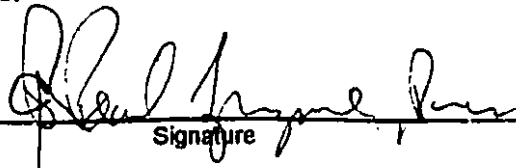
(Mailing Address)

Springfield, Virginia 22150

(City - State - Zip)

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TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

12/19/95

Date

R. Paul Sprague

Typed or printed name

President

Title