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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

800001589008
-09/20/95--01021--003
*****78.75 *****78.75

SUBJECT: Silverstate Financial Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Henry K. Burgwyn
(Name of Person)

Silverstate Financial Corporation
(Firm/Company)

1801 California St., Suite 3700
(Address)

Denver, Colorado 80202
(City, State and Zip Code)

225-1775

*Called Kathy McCarty
9/1 - will send check*

Should you need to call someone concerning this matter, please call:

Kathy McCarty at (303) 293 - 8500
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

HC 9/19

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DIVISION OF CORPORATIONS
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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. Silverstate Financial Corporation
(Name of corporation: must include the word "INCORPORATED", "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. Colorado
(State or country under the law of which it is incorporated)
3. 84-1195679
(FEI number, if applicable)
4. 3/12/92
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 8/31/95
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. 1801 California Street, Suite 3700, Denver, Colorado 80202
9428 Baymeadows Road, Suite 240, Jacksonville, Florida 32256
(Current mailing address)

8. Mortgage banking including underwriting of FHA insured & FNMA multifamily
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of housing mortgages Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Mr. Stephen Frick

Office Address: 9428 Baymeadows Road, Suite 240

Jacksonville, , Florida , 32256
(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.

Stephen Frick
(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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Scot. B. Barker

Address: 1801 California Street, Suite 3700, Denver, Colorado 80202

Vice Chairman: _____

Address: _____

Director: See Attached

Address: _____

Director: See Attached

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Henry K. Burgwyn

Address: 1801 California Street, Suite 3700, Denver, CO 80202

Vice President: David W. Curtis

Address: 1801 California Street, Suite 3700, Denver, CO 80202


Secretary: R. Kent Erickson

Address: 1801 California, Suite 3700, Denver, CO 80202

Treasurer: See Attached

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. R. Kent Erickson
(Typed or printed name and capacity of person signing application)

SILVERSTATE FINANCIAL CORPORATION (Effective 7/1/95)
Formerly Known As
ALPINE MORTGAGE GROUP, INC.

Election/Appointment of
Board of Directors and Corporate Officers

Per Minutes Dated December 1, 1994

Board of Directors

Barker, Scot B.

Burgwyn, Henry K.

Henderson, Michael J.

Curtiss, David W. (per minutes dated 1/21/94)

James, Bradley B. (Non Voting Board Member)

Corporate Officers

Burgwyn, Henry K. - President

Barker, Scot B. - Executive Vice President

Curtiss, David W. - Vice President/Treasurer

Dale, Craig - Assistant Vice President

Erickson, R. Kent - Senior Vice President/Secretary-Treasurer

Frick, Steve - Vice President

Gair, Helen M. - Senior Vice President

Haeberle, Susan K. - Vice President

Hahn, James M. - Vice President

Henderson, Michael J. - Executive Vice President

James, Bradley B. - Senior Vice President

Kuykendall, Hal G. - Vice President

Lundy, Bruce I. - Vice President

McCarty, Kathleen A. - Assistant Treasurer

McKinney, Dale E. - Asst. Secretary

Smith, David C. - Vice President

Smith, James T. - Vice President

Wessler, Stephen A. - Vice President



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, **VICTORIA BUCKLEY**, Secretary of State of the State of Colorado hereby certify that

According to the records of this office

SILVERSTATE FINANCIAL CORPORATION
(COLORADO CORPORATION)

file # 921026042 was filed in this office on MARCH 12, 1992, and has complied with the applicable provisions of the laws of the State of Colorado and on this date is in good standing and authorized and competent to transact business or to conduct its affairs within this state.

Dated: AUGUST 24, 1995

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Victoria Buckley

SECRETARY OF STATE