

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. ABN AMRO Mortgage 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. Delaware

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

3. 36-3886007

(FEI number, if applicable)

4. 8/5/91

(Date of incorporation)

5. Perpetual

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

6. N/A

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 181 W. Madison Street

Chicago, Illinois 60602

(Current mailing address)

8. Acquire, own, hold, transfer, sell, assign and pledge loans secured by real property.
(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: CT Corporation System

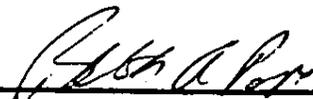
Office Address: 1200 S. Pine Island Road

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.


(Registered agent's signature) (Officer)

Beth A. Pope, Assistant Secretary

(Type Name and Title of Officer)

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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: Sara Campbell
Address: 1000 Corporate Drive, Suite 300
Fort Lauderdale, Florida 33334

Vice Chairman: David K. Korslund
Address: 181 W. Madison Street
Chicago, Illinois 60602

Director: William E. Long
Address: 4242 N. Harlem Avenue
Norridge, Illinois 60634

Director: _____
Address: _____

B. OFFICERS

President: William E. Long
Address: 4242 N. Harlem Avenue
Norridge, Illinois 60634

Vice President: Martin L. Eisenberg
Address: 135 S. LaSalle Street
Chicago, Illinois 60674-9135

Secretary: Kirk P. Flores
Address: 135 S. LaSalle Street
Chicago, Illinois 60674-9135

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DIVISION OF CORPORATIONS
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Treasurer: Edward F. Wajda

Address: 181 W. Madison Street

Chicago, Illinois 60602

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. Kirk P. Flores, Secretary
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ABN AMRO MORTGAGE 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 EIGHTH DAY OF SEPTEMBER, A.D. 1995.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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950201156

AUTHENTICATION:

DATE: 7632880

09-08-95

ABN-AMRO North America, Inc.

F95000004557

South LaSalle Street
Chicago, Illinois 60674-9135
(2) 904-2000

September 10, 1997

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002293631--3
-09/15/97--01149--019
*****35.00 *****35.00

Re: ABN AMRO Mortgage Corporation (FL File No.: F95000004557)

Dear Madam/Sir:

Enclosed is an executed Application by Foreign Corporation for Withdrawal of Authority to Transact Business by the above-referenced corporation. A filing fee check (number 2002) for \$35.00 is attached as well.

Please send verification of withdrawal to the following:

Monica E. Podbielski
ABN AMRO North America, Inc.
135 S. LaSalle Street, Suite 925
Chicago, IL 60674-9135

If there are any questions regarding this matter, please do not hesitate to call the undersigned at (312) 904-2342. Thank you for your assistance.

Sincerely,

Monica E. Podbielski

Monica E. Podbielski
Legal Assistant

/mep
Enclosures

71531-1

FILED
SEP 15 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*withd
9/18*

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

ABN AMRO MORTGAGE CORPORATION

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

91 SEP 15 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

208 S. LaSalle Street, Suite 207
(Mailing Address)

Chicago, Illinois 60604

(City - State - Zip)

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

Kirk P. Flores
Signature

9/10/97
Date

Kirk P. Flores
Typed or printed name

Secretary
Title