

F 9500005950

Document Number Only

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092

CORPORATION(S) NAME

900001658289
-12/11/95--01008--020
*****70.00 *****70.00

W95-23572

Fleet Finance, Inc.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS/ G/S
☐ After 4:30
☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

3:00
12/1/95

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

file 134

SECRETARY OF STATE
DIVISION OF CORPORATIONS
12/1/95 1:30 PM
95 DEC 1 1995

W
12/6/95

RECEIVED

95 DEC -6 PM 2:54

DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 1, 1995

CT CORPORATION SYSTEM

SUBJECT: FLEET FINANCE, INC.
Ref. Number: W95000023572

Pick up 4:00
Please back date to 12/1
Thanks
d/b/a Fleet Finance, Inc. of Rhode Island

We have received your document for FLEET FINANCE, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 095A00052542

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned John S. Poelker, do hereby certify
that this Resolution of the Board of Directors of Fleet Finance, Inc.
a corporation duly organized and existing under the laws of the State of Rhode Island
was duly adopted on December 5, 19 95.

Resolved, that Fleet Finance, Inc. organized
and existing in the State of Rhode Island, hereby adopts the
name Fleet Finance, Inc. of Rhode Island for use in Florida.

Dated: December 5, 1995


Signature of at least one director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 DEC -1 PM 3:24

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 TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Fleet Finance, Inc.

(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. Rhode Island

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

3. 58-1162405

(FEI number, if applicable)

4. July 28, 1973

(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. 211 Perimeter Center pkwy. Suite 800. Atlanta, Georgia 30346

(Current mailing address)

8. To conduct any and all legal activities related to residential mortgage lending and the consumer finance industry.
(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

Dale Morris

(Registered agent's signature) (Officer)

Dale Morris, Asst. Vice President

(Type Name and Title of Officer)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95-1162405-1 PM 3:24

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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. _____

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

14. _____

LORETTA L. SALZANO, ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

**SCHEDULE OF DIRECTORS AND PRINCIPAL OFFICERS
OF
FLEET FINANCE, INC. of GA (A GEORGIA CORP.)**

DIRECTORS

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
John S. Poelker	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305
P. Emery Covington	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305

TERM EXPIRES: Each Director serves until the next annual meeting of the stockholders and until such time as his successor is duly elected.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
John S. Poelker	Chairman, Chief Executive Officer	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305
Gordon W. White	President of Mortgage Division	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305
P. Emery Covington	Senior Executive Vice President	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305
Anthony H. Addington	Senior Vice President	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305
John A. Taylor	Senior Vice President & Chief Financial Officer	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305
Therese G. Franzen	Senior Vice President & Assistant Secretary	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305
Loretta L. Salzano	Assistant Secretary	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305

TERM EXPIRES: Each Officer serves until the next annual meeting of the stockholders and until such time as his successor is duly elected.

NOTE: Percent ownership of all of the above is zero.



State of Rhode Island and Providence Plantations
James R. Langevin
Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

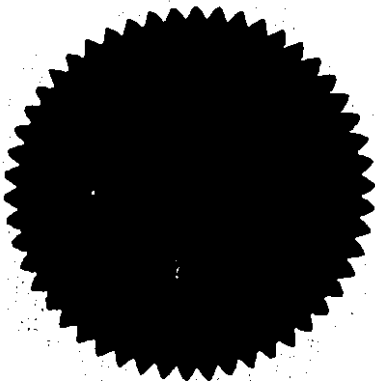
I, JAMES R. LANGEVIN, Secretary of State of the State of Rhode Island and Providence Plantations, HEREBY CERTIFY

Fleet Finance, Inc.

a Rhode Island corporation, filed original Articles of Incorporation in this office on the twenty-third day of July, A.D. 1973; and

I FURTHER CERTIFY that said corporation is now of record and in good standing in this office.

95 DEC -1 PM 3:24
SECRETARY OF STATE
DIVISION OF CORPORATIONS



IN TESTIMONY WHEREOF, I
have hereunto set my hand
and affixed the seal of the
State of Rhode Island this
twenty-fourth day of
November, A.D. 1995

James R. Langevin
Secretary of State

Jane Berthiaume
Acting Deputy Secretary of State

F95000005950

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State Treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____*, Florida Statutes, I hereby apply for a refund of moneys I paid into the State Treasury, which are subject to refund. The following information is submitted to substantiate the claim.
THE INFORMATION IN THIS BOX WILL BE USED TO WRITE AND MAIL YOUR REFUND CHECK. PLEASE TYPE OR PRINT LEGIBLY.

Name:	C T Corporation System	EIN or SS#:	
Address:	660 East Jefferson Street Tallahassee, FL 32301		
Amount:	\$87.50	Date Paid:	
Reason for Claim:	Corporation no longer wishes to file amendment for FLEET FINANCE, INC. OF RHODE ISLAND (F95000005950) Darlene Connell, Amendment Section		
Certified true and correct this	1st	day of	May, 1997
Signature:	<i>Conie Bay</i>		
* Must be completed if authority is other than Section 215.26, Florida Statutes.			

Do Not Write in This Box - For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	
Amount of recommended refund \$ 35.00	
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on	
State Treasurer's Receipt No. 01097 016 / 017 dated 02/06/97	
NAME OF ACCOUNT: 45202130001453000000000010000	
Statutory Authority for Collection: 607.0122	
It is requested that payment be made from the following account:	
NAME OF ACCOUNT: 452021300014530000000022002000	
Certified true and correct this _____ day of _____, 19____	
Department of State, Division of Corporations (Agency)	(Authorized Agency Signature and Title)

Document Number Only

C T CORPORATION SYSTEM
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, Florida 32301
 City State Zip Phone
CORPORATION(S) NAME

500002000525--0
 02/06/97- 01037-016
 ****35.00 ****35.00

500002000525--0
 02/06/97- 01037-017
 ****52.50 ****52.50

Fleet Finance, Inc
Changed name to:
Home Equity USA, Inc

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Availability
Document Examiner
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W.P. Verifier

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 2/6/97
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 DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 7, 1997

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: FLEET FINANCE, INC. OF RHODE ISLAND
Ref. Number: F95000005950

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Darlene Connell
Corporate Specialist

Letter Number: 497A00006577