

F 95000006221

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

200001668012  
12/21/95--01071--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Conti Financial Corporation

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**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. Contifinancial 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. 13-3852588

(FEI number, if applicable)

4. September 29, 1995

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 277 Park Avenue, New York, New York 10172

(Current mailing address)

8. Financial services holding company

(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

Margaret Bertosen

(Registered agent's signature) (Officer)

MARGARET BERTOSEN  
ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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: 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. James E. Moore, President \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

# ContiFinancial Corporation

## DIRECTORS

NAME	ADDRESS	SOCIAL SEC. NO.
James J. Bigharn	6 West 77 Street - 6A New York, New York 10024	040 30 3855
Paul J. Fribourg	15 East 88 Street New York, NY 10128	068 38 9831
James E. Moore	155A East 71 Street, Apt. #1 NY, NY 10021	574 18 4815
Donald L. Staheli	327 Frogtown Road New Canaan, CT 06849	528 42 9388
Lawrence G. Weppier	150 E. 69 Street - Apt. 10D New York, NY 10021	323 36 0594
Daniel J. Willert	32 Oxford Road Old Bethpage, New York 11804	122 40 2561

## OFFICERS

James E. Moore	President and Chief Executive Officer	155A East 71 Street, Apt. #1 NY, NY 10021	574 18 4815
Robert A. Major	Executive Vice President	1576 Merryweather Drive Bethlehem, PA 18015	116 39 5986
Peter Abeles	Senior Vice President	10244 Ojai-Santa Paula Rd. Ojai, CA 93023	127 48 0039
A. John Banu	Senior Vice President	5 Surrey Lane, Mahwah, NJ 07430	152 48 6964
Glenn S. Goldman	Senior Vice President	6 Sniffen Road, Armonk, NY 10504	115 54 0807
Scott M. Mannes	Senior Vice President	11 Charter Court, Basking Ridge, NJ 07920	078 52 0144
Robert Babjak	Senior Vice President	86 Briarwood Drive Holland, Pa. 18966	048 32 1032
Daniel Egan	Senior Vice President	2000 Rosemarie Way Hatfield, PA 19440	188 46 5906

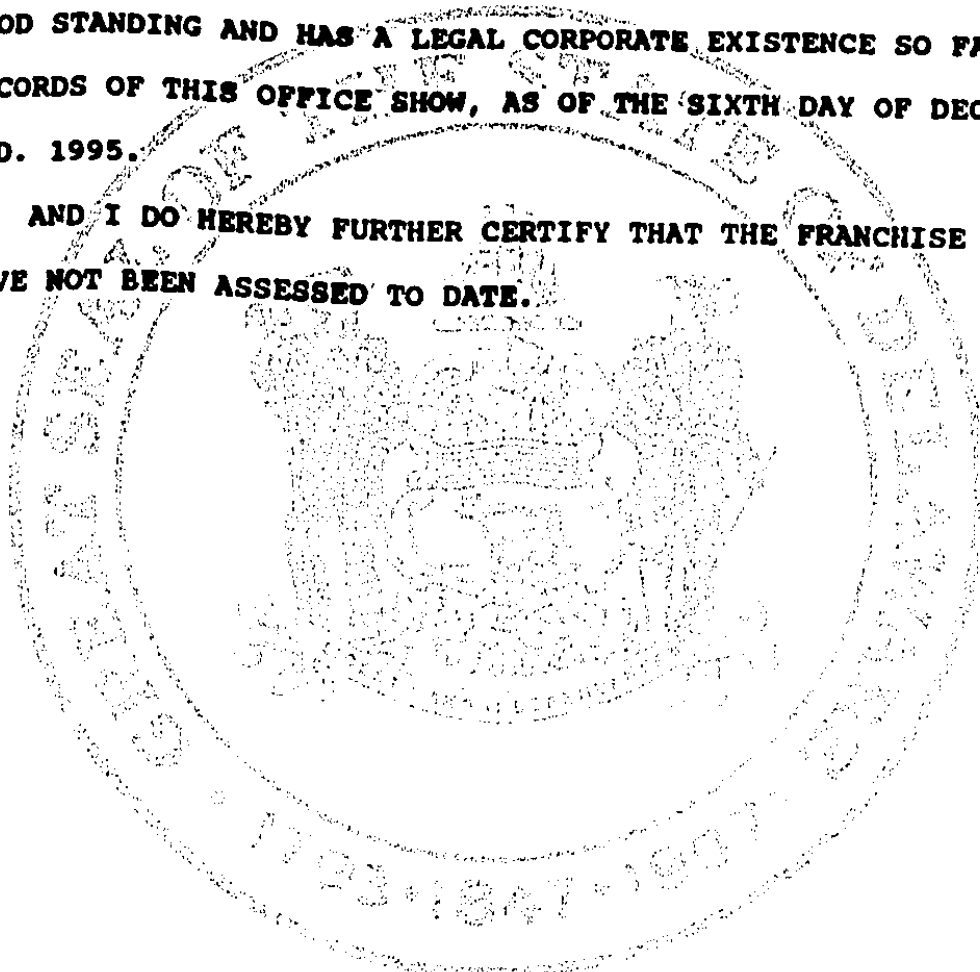
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James Pedack	Senior Vice President	3251 Indian Walk Mechanicsville, Pa. 18634	182 38 7843
Jerome M. Perelson	Senior Vice President and Chief Financial Officer	13 Girard Street, Marlboro, NJ 07748	054 32 0195
Alan L. Langus	Vice President, Chief Counsel and Secretary	84 Cowdin Circle, Chappaqua, NY 10514	108 38 0071
Michael J. Festo	Vice President - Human Resources	881 Orienta Ave. Mamaroneck, NY 10543	089 42 2936
Susan E. O'Donovan	Vice President - Controller	153 Robert Lane, Fairfield, Ct 06430	377 50 5651

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONTIFINANCIAL 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 SIXTH DAY OF DECEMBER, A.D. 1995.

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



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7737748

DATE:

12-06-95