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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

200001661812
-12/14/95--01067--005
*****78.75 *****78.75

SUBJECT: EXPRESS MORTGAGE, INC. (In Florida, DBA EXPRESS MORTGAGE FUNDING, INC.)
(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:

W95-24441

Lamar M. Jolly
(Name of Person)

Express Mortgage, Inc.
(Firm/Company)

739 Thimble Shoals Blvd., Suite 704
(Address)

Newport News, VA 23606
(City/State/Zip)

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

Lamar M. Jolly
(Name of Person)

407-242-6100
at (800) 918-4940
(Area Code & Daytime Telephone Number)

FILED
DEC 28 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 15, 1995

LAMAR M. JOLLY
EXPRESS MORTGAGE, INC.
739 THIMBLE SHOALS BLVD., #704
NEWPORT NEWS, VA 23606

SUBJECT: EXPRESS MORTGAGE FUNDING, INC.
Ref. Number: W95000024441

We have received your document for EXPRESS MORTGAGE FUNDING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 495A00054260

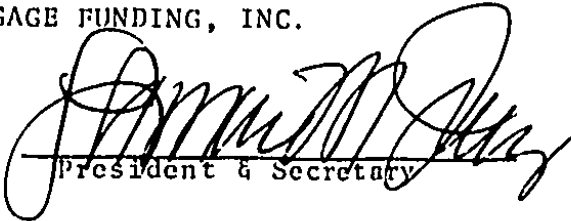
RESOLUTION OF THE
BOARD OF DIRECTORS OF

EXPRESS MORTGAGE, INC.

RESOLVED, that for the purpose of authorizing this corporation to do business in Florida, the president of this corporation is hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of the State of Florida to authorize the corporation to transact business therein; and,

It is further RESOLVED, that this corporation shall do business in the State of Florida under the name of

EXPRESS MORTGAGE FUNDING, INC.


President & Secretary

December 15, 1995

FILED
95 DEC 28 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. EXPRESS MORTGAGE, 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. VIRGINIA
(State or country under the law of which it is incorporated)
3. 54-1778813
(FEI number, if applicable)
4. October 25, 1995
(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 817.155, F.S.))

7. _____
739 Thimble Shoals Blvd., Suite 704, Newport News, VA 23606
(Current mailing address)

8. Mortgage lending and mortgage brokering
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

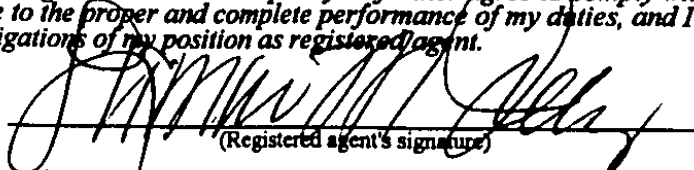
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Lamar M. Jolly

Office Address: 6767 North Wickham Road, Suite 400
Melbourne, _____, Florida, 32940
(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.


(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.

FILED
95 DEC 28 PM 1:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: LAMAR M. JOLLY

Address: 6767 NORTH WICKHAM ROAD, SUITE 400, MELBOURNE, FL 32940

Vice Chairman:

Address:

Director: LAMAR M. JOLLY

Address: 6767 NORTH WICKHAM ROAD, SUITE 400, MELBOURNE, FL 32940

Director:

Address:

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

President: LAMAR M. JOLLY

Address: 6767 NORTH WICKHAM ROAD, SUITE 400, MELBOURNE, FL 32940

Vice President:

Address:

Secretary: LAMAR M. JOLLY

Address: 6767 NORTH WICKHAM ROAD, SUITE 400, MELBOURNE, FL 32940

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.

LAMAR M. JOLLY, PRESIDENT

(Typed or printed name and capacity of person signing application)

FILED
95 DEC 28 PM 4:48
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

EXPRESS MORTGAGE, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 25, 1995.

Nothing more is hereby certified.

FILED
95 DEC 28 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Signed and Sealed at Richmond
on this Date: December 07, 1995

William J. Bridge
William J. Bridge, Clerk of the Commission