

F96000000072

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TALLAHASSEE, FL 32301
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LEGAL & FINANCIAL SERVICES

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96 JAN -3 PM 4:16

DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 706622 4356498

AUTHORIZATION : *Patricia Pyjts*

COST LIMIT : \$ 70.00

ORDER DATE : December 28, 1995

ORDER TIME : 2:53 PM

ORDER NO. : 786622

CUSTOMER NO: 4356498

CUSTOMER: Jerry Simonelli, Esq
Jerry Simonelli, Esq
4350 Fair Lakes Court
Ste. 440
Fairfax, VA 22033

400001677624

FOREIGN FILINGS

NAME: IMPERIAL HOME LOANS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -3 AM 8:00
LC 1/4

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard Vorosmarti/MJP

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
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. Imperial Home Loans, 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/29/95 5. Perpetual
(Date of Incorporation) (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. 900 Lanidex Plaza, Third Floor
Parsippany, NJ 07054
(Current mailing address)
8. To provide mortgage brokering and financial services.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -3 AM 8:00

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida, 32301

(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.

The Prentice-Hall Corporation System, Inc.

By: RICHARD VERESMARTI, Asst. Sec.
(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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Steven M. Adams

Address: 900 Lanidex Plaza, Third Floor
Parsippany, NJ 07054

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Steven M. Adams

Address: 900 Lanidex Plaza
Parsippany, NJ 07054

Vice President: _____

Address: _____

Secretary: _____

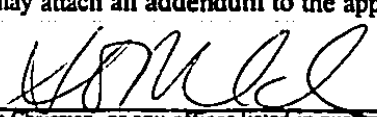
Address: _____

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. Steven M. Adams, President

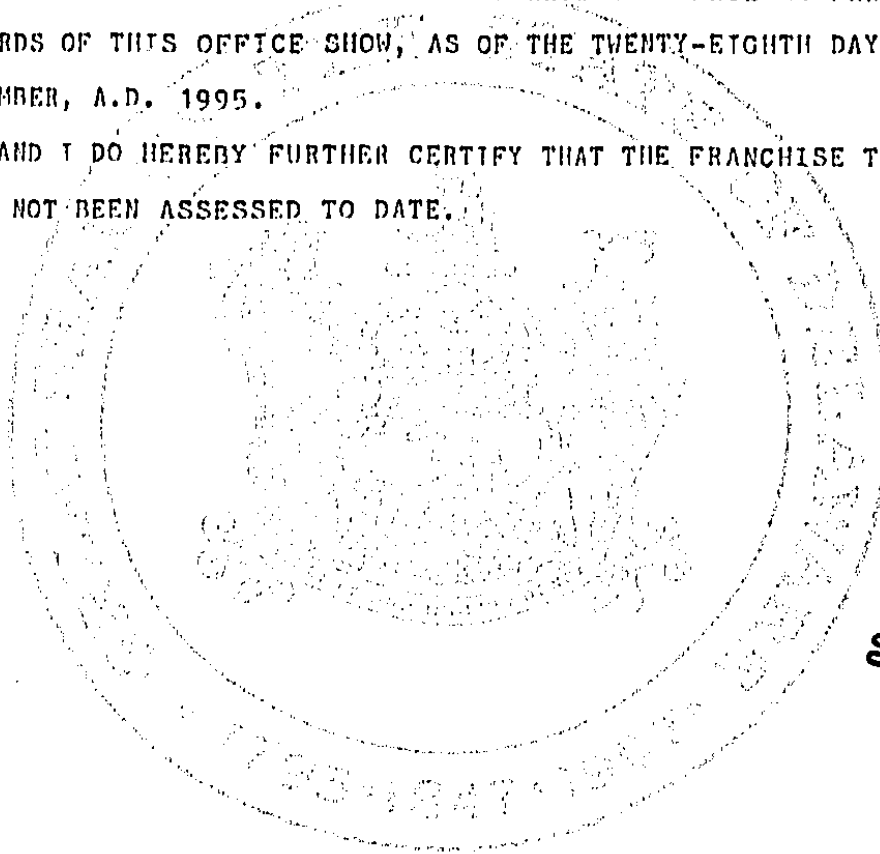
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -3 AM 8:00

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IMPERIAL HOME LOANS, INC." 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 TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1995.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -3 AM 8:00



2558384 8300

950311308

Edward J. Freel, Secretary of State

AUTHENTICATION.

DATE:

7771301

12-28-95