

F96000000318

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 CHRISTOPHER R. HEDRICK
 HUGH S. MEREDITH
 BRADEN VANDEVENTER
 RETIRED

January 17, 1996

Via Federal Express Mail

Secretary of State's Office
 Division of Corporations
 409 East Gaines Street
 Tallahassee, FL 32314

000001692200
 -01/18/96--01085--001
 *****70.00 *****70.00

Re: Associated Financial Group, Incorporated

Dear Sir or Madam:

Enclosed are the following:

1. Application to Transact Business in Florida;
2. Check to Secretary of State for \$70.00 representing the filing fee;
3. Certificate of Existence from Commonwealth of Virginia.

We would appreciate your processing this application as soon as possible because this corporation is presently applying for a Florida lender's license and needs its qualification in that regard. Thank you for your assistance.

Sincerely,

VANDEVENTER, BLACK, MEREDITH & MARTIN

Eileen E. Huey
 Eileen E. Huey
 Paralegal

Enclosures

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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**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. Associated Financial Group, Incorporated
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. State of Virginia
(State or country under the law of which it is incorporated)
3. June 19, 1991 4. perpetual
(Date of Incorporation) (Duration)
5. 54-1636685
(Federal Employer Identification number, if applicable)
6. Upon Authorization (proposed commencement in 1996)
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. Central Park, Suite 107, 5151 Bonney Road, Virginia Beach, VA 23462
(Current mailing address)
8. Mortgage brokering and lending
(Corporate purpose and nature of business in which it is engaged in Florida)
9. Names and addresses of officers and or directors:
A. Directors:
Chairman: Phillip R. Coakley
Address: Central Park Suite 107, 5151 Bonney Road, Virginia Beach, VA 23462

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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B. Officers:President: Phillip R. CoakleyAddress: Central Park, Suite 107, 5151 Bonney Road
Virginia Beach, VA 23462Asst-Vice President: Sam W. ParsonsAddress: Central Park, Suite 107, 5151 Bonney Road
Virginia Beach, VA 23462Secretary: D. H. Hawkins, Jr.Address: Central Park, Suite 107, 5151 Bonney Road
Virginia Beach, VA 23462Treasurer: N/A

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:Name: The Prentice-Hall Corporation System, Inc.Office Address: 110 North Magnolia StreetTallahasseeFlorida32301

Zip Code

11. 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.

Registered agent's signature: By: The M. O'Neal AST. V.P.

12. 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.

13. D. B. Hawkins, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. D. B. Hawkins, Jr./Secretary

(Name and capacity of person signing application)

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

ASSOCIATED FINANCIAL GROUP, INCORPORATED is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is June 19, 1991.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: December 29, 1995

William J. Bridge

William J. Bridge, Clerk of the Commission

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10/24/96

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TO: DIVISION OF CORPORATIONS

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FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: ASSOCIATED FINANCIAL GROUP, INCORPORATED

AUDIT NUMBER.....H96000015041

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

October 25, 1998

ASSOCIATED FINANCIAL GROUP, INCORPORATED
CENTRAL PARK, SUITE 107
5151 BONEY ROAD
VIRGINIA BEACH, VA 23462

SUBJECT: ASSOCIATED FINANCIAL GROUP, INCORPORATED
REF: F96000000318

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document is illegible and not acceptable for microfilming.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The FAX audit number must be on the top and bottom of each page of the document.

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) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: H96000015041
Letter Number: 896A00049439

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**STATEMENT OF CHANGE OF
REGISTERED AGENT/REGISTERED OFFICE**

1. Name of Corporation: Associated Financial Group, Incorporated
2. Street address of current registered office: 110 North Magnolia Street
Tallahassee, Florida 32304
3. Street address of new registered office: 4521 PGA Boulevard
Palm Beach Gardens, FL 33418
4. Name of current registered agent: The Prentice Hall Corporation System, Inc.
5. Name of new registered agent: Corporate Creations Enterprises Inc.
6. The street address of the Corporation's new registered office is identical to the street address of the business office of its registered agent.
7. The changes set forth in this Statement were authorized by resolution duly adopted by the Corporation's Board of Directors or by an officer of the Corporation so authorized by the Board of Directors.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASSOCIATED FINANCIAL GROUP, INCORPORATED

By: Timothy J. Thompson
Its: Timothy J. Thompson/Vice-President

Date: February 14, 1996

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations International Inc.

Corporate Creations International
Inc.
401 Ocean Drive, Suite 312
Miami Beach FL 33139-6629
305-672-0686

By: Luis A. Uriarte
Title: Vice President

Date: October 24, 1996

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