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C T CORPORATION SYSTEM

Director's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

500001721585
-02/22/96--01060-014
*****70.00 *****70.00

Amresco Financial Inc.

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<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Resurrection	<input type="checkbox"/> Change of N.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> No Statement	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> CUS/ G/S
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Will Well	<input type="checkbox"/> After 4:30
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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. AMRESKO FINANCIAL I, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or word 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. 75-2607940

(FEI number, if applicable)

4. July 11, 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 817.156, F.S.))

7. 1845 Woodall Rodgers Freeway, Suite 1700, Dallas, Texas 75201

(Current mailing address)

8. Asset Management

(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


(Registered agent's signature) (Officer)

DANIEL R. GLATZ
ASSISTANT VICE PRESIDENT

(Type Name and Title of Officer)

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: Robert H. Lutz, Jr.

Address: 1845 Woodall Rodgers Freeway, Suite 1700

Dallas, Texas 75201

Vice Chairman: _____

Address: _____

Director: Robert L. Adair III

Address: 1845 Woodall Rodgers Freeway, Suite 1700

Dallas, Texas 75201

Director: Barry L. Edwards

Address: 1845 Woodall Rodgers Freeway, Suite 1700

Dallas, Texas 75201

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.

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

14. L. Keith Blackwell, Secretary

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

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
AMRESKO FINANCIAL I, INC.**

1. Robert H. Lutz, Jr., Chairman of the Board and CEO
1845 Woodall Rodgers Freeway, Suite 1700
Dallas, Texas 75201
2. Robert L. Adair III, President
1845 Woodall Rodgers Freeway, Suite 1700
Dallas, Texas 75201
3. Barry L. Edwards, EVP and CFO
1845 Woodall Rodgers Freeway, Suite 1700
Dallas, Texas 75201
4. Thomas R. Andrus, Treasurer
1845 Woodall Rodgers Freeway, Suite 1700
Dallas, Texas 75201
5. L. Keith Blackwell, General Counsel and Secretary
1845 Woodall Rodgers Freeway, Suite 1700
Dallas, Texas 75201
6. Karen H. Cornell, Assistant Secretary
1845 Woodall Rodgers Freeway, Suite 1700
Dallas, Texas 75201

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMRESKO FINANCIAL I, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF FEBRUARY, A.D. 1996.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7831606

02-20-96