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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

RECEIVED 7 11 1984
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SUBJECT: Mortgage Capital Solutions, 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:

Leonard H. Garfield

(Name of Person)

Mortgage Capital Solutions, Inc.

(Firm/Company)

5054 Golfview Court #1511

(Address)

Delray Beach, FL 33484

(City/State/Zip)

HE 3/5

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

Leonard H. Garfield

(Name of Person)

at (407) 495-4082

(Area Code & Daytime Telephone Number)

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

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Mortgage Capital Solutions, 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. Massachusetts 3. 06-3245226
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/15/95 5. perpetual
(Date of Incorporation) (Duration Year corp will cease to exist or "perpetual")
6. no business has been transacted
(Date first transacted business in Florida (SEE SECTIONS 607.1301, 607.1302, AND 617.155, F.S.))
7. 5054 Golfview Court #1511
Delray Beach, FL 33484
(Current mailing address)
8. Mortgage Lending
(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: Leonard H. Gaffield
Office Address: 5054 Golfview Court #1511
Delray Beach, Florida, 33484
(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.

Leonard H. Gaffield
(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

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CORPORATE SERVICES
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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: Leonard H. Garfield

Address: 5054 Golfview Court #1511, Delray Beach, FL 33484

Vice Chairman: Mary E. Garfield

Address: 5054 Golfview Court #1511, Delray Beach, FL 33484

Director: William Apostolico

Address: 172 Newbury Street, Boston, MA 02116

Director: _____

Address: _____

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

President: Leonard H. Garfield

Address: 5054 Golfview Court #1511, Delray Beach, FL 33484

Vice President: Mary E. Garfield

Address: 5054 Golfview Court #1511, Delray Beach, FL 33484

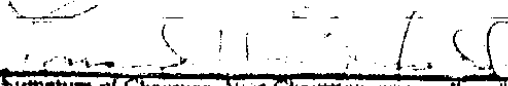
Secretary: Clerk: William Apostolico

Address: 172 Newbury St., Boston, Ma 02116

Treasurer: Leonard H. Garfield

Address: 5054 Golfview Court #1511, Delray Beach, FL 33484

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. Leonard H. Garfield, Chairman
(Typed or printed name and capacity of person signing application)



William Francis Gelsin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

February 20, 1996

To Whom It May Concern :

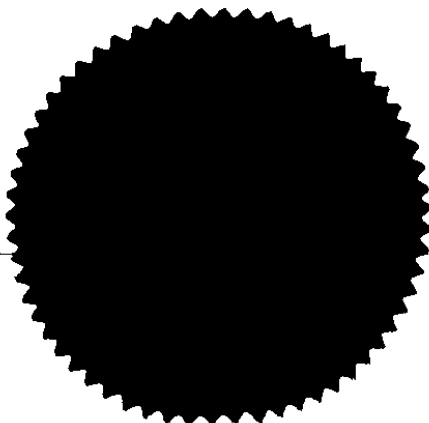
I hereby certify that,

Mortgage Capital Solutions, Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on September 15, 1995.

I also certify that so far as appears of record here, said corporation still has legal existence.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Gelsin

Secretary of the Commonwealth

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.