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PRITCHARD
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 005782 4336174
AUTHORIZATION : *Patricia Poynt*
COST LIMIT : \$ 122.50

ORDER DATE : March 10, 1996

ORDER TIME : 12:11 PM

400001754904

ORDER NO. : 005782

CUSTOMER NO: 4336174

CUSTOMER: Ms. Carmen Carlson
Centerbank Mortgage Company
One Jefferson Square
P.O. Box 10300
Waterbury, CT 067260300

FOREIGN FILINGS

NAME: CENTER CREDIT CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

DIVISION OF CORPORATION

96 MAR 22 PM 1:27

RECEIVED

96 MAR 22 PM 1:57

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

[Handwritten initials]

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. Center Credit Corporation
(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
(State or country under the law of which it is incorporated)

3. 06-144030
(FEI number, if applicable)

4. 9/25/95
(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. One Jefferson Square, P.O. Box 10300
Waterbury, CT 06726-0300
(Current mailing address)

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8. Mortgage and consumer 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: 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: Vicki Schreiber
Vicki Schreiber (Registered agent's signature) Asst. Vice President

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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached

Address: _____

Vice President: _____

Address: _____

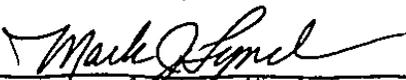
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark J. Lynch, President
(Typed or printed name and capacity of person signing application)

Center Credit Corporation
List of Officers and Directors

<u>Name</u>	<u>Home Address</u>
Mark J. Lynch, President	5 Bidwell Farm Road Collinsville, CT 06022
	<u>Business Address</u>
	One Jefferson Square Waterbury, CT 06726-0300
K. Joy Banach, Corporate Secretary	41 Wyngate Drive Avon, CT 06001
	<u>Business Address</u>
	One Jefferson Square Waterbury, CT 06726-0300
Michael T. Sheenan, Treasurer	7 Carriage Hill Road Wolcott, CT
	<u>Business Address</u>
	One Jefferson Square Waterbury, CT 06726-0300
Carmen F. Carlson, Asst. Corp. Secretary	16 Nod Hill Road Southbury, CT 06488
	<u>Business Address</u>
	One Jefferson Square Waterbury, CT 06726-0300
Thomas C. Brown, Chairman	57 Henley Way Avon, CT 06001
	<u>Business Address</u>
	One Jefferson Square Waterbury, CT 06726-0300
Richard S. Brunildsen, Senior Vice President	214 Highwood Dr. S. Glastonburg, CT 06073
	<u>Business Address</u>
	One Jefferson Square Waterbury, CT 06726-0300

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CENTER CREDIT CORPORATION" 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 NINETEENTH DAY OF MARCH, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 22 PM 1:57



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7871887

DATE: 03-19-96