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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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SUBJECT: Discount Mortgage Corporation
(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 Bensonoff
(Name of Person)
Discount Mortgage Corporation
(Firm/Company)
13176 N. Dale Mabry Hwy., Suite 132
(Address)
Tampa, Florida 33618
(City/State/Zip)

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96 APR -5 AM 8:16
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Should you need to call someone concerning this matter, please call:

Leonard Bensonoff at (800) 525-8787
(Name of Person) (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

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SECRETARY OF STATE

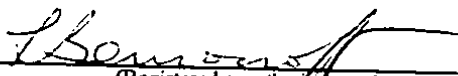
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**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. Discount Mortgage 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. North Carolina
(State or country under the law of which it is incorporated)
3. 56-1883801
(FBI number, if applicable)
4. July 7, 1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. April 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 220 East Madison Street, Suite 1101
Tampa, Florida 33602
(Current mailing address)
8. To engage in Mortgage Lending and Brokering service
(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 Bensonoff
Office Address: 220 East Madison Street, Ste. 1101
Tampa, Florida, 33602
(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.


(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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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Leonard Bensonoff

Address: 13176 N. Dale Mabry Highway, Suite 132
Tampa, Florida 33618

Director: Sean R. Conneely

Address: 4015 Bayshore Boulevard, Suite 16F
Tampa, Florida 33611

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

President: Leonard Bensonoff

Address: 13176 N. Dale Mabry Highway, Suite 132
Tampa, Florida 33618

Vice President: Sean R. Conneely

Address: 4015 Bayshore Boulevard, Suite 16F
Tampa, Florida 33611

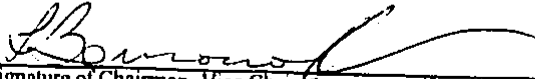
Secretary: Sean R. Conneely

Address: 4015 Bayshore Boulevard, Suite 16F
Tampa, Florida 33611

Treasurer: Elena Bensonoff

Address: 13176 N. Dale Mabry Highway, Suite 132, Tampa, Florida 33618

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

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

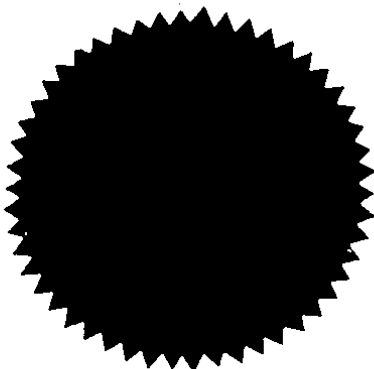
I, **RUFUS L. EDMISTEN**, Secretary of State of the State of North Carolina, do hereby certify that

DISCOUNT MORTGAGE CORPORATION

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 7th day of July, 1994, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 25th day of March, 1996.



Rufus L. Edmisten

Secretary of State

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