

F96000001806

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BROKERS COMMITMENT 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:

100001775521
-04/10/96--01059--002
*****78.75 *****78.75

STEPHEN Z. HOFF
(Name of Person)

BROKERS COMMITMENT CORPORATION
(Firm/Company)

1313 DOLLEY MADISON BOULEVARD SUITE 203
(Address)

McLEAN, VA 22101
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 10 PM 3:16

Should you need to call someone concerning this matter, please call:

JANE WARD
(Name of Person)

at (703) 917-0900
(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 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. BROKERS COMMITMENT 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. 94-296-8310

(FBI number, if applicable)

4. 6/13/94

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. NONE TO DATE

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1313 DOLLEY MADISON BOULEVARD, SUITE 203

MCLEAN, VA 22101

(Current mailing address)

BROKERS COMMITMENT CORPORATION IS ENGAGED IN THE BUSINESS OF ORIGINATING AND
SECURITIZING NON-INVESTMENT GRADE FIRST AND SECOND MORTGAGE LOANS THROUGH WHOLESALE
AND CORRESPONDENT PRODUCTION CHANNELS.

8. (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: MARY FLOWERS

Office Address: CORPORATION SERVICE COMPANY
1205 HAYS STREET

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.

SEE ATTACHMENT

(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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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Corporation Service Company, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

BROKERS COMMITMENT CORPORATION

Corporation Service Company is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Mary J. Flowers
Typed Name: Corporation Service
Company

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: STEPHEN Z. HOFF

Address: 122 NORTH UNION STREET, ALEXANDRIA, VA 22314

Vice Chairman: _____

Address: _____

Director: JOHN C.H. HOFF, JR

Address: 2107 FOREST HILL ROAD, ALEXANDRIA 22307

Director: _____

Address: _____

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

SEE ATTACHMENT

President: _____

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. _____

STEPHEN Z. HOFF, CHAIRMAN & CEO

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

BROKERS COMMITMENT CORPORATION LIST OF OFFICERS

NAME	TITLE	HOME ADDRESS	DOB
STEPHEN Z. HOFF 122-38-9713	CHAIRMAN & CEO DIRECTOR & OFFICER	122 NORTH UNION STREET ALEXANDRIA, VA 22101	6/17/48
JAMES HAYES 227-13-1414	VICE PRESIDENT OFFICER	5316 SENTRY WOODBIDGE, VA 22193	1/12/65
BARBARA COPELAND 223-60-9574	VICE PRESIDENT OFFICER	4819 KING SOLOMON DRIVE ANNANDALE, VA 20013	2/18/46
NORMAN MARINOFF 159-48-4595	VICE PRESIDENT OFFICER	(H) 785 TROWBRIDGE DRIVE SOUTHAMPTON, PA 18966 (B) 221 W. STREET ROAD FEASTERVILLE, PA 19053	6/28/57
ERIC LITMAN 135-60-3802	ASSISTANT VICE PRESIDENT OFFICER	(H) 104 PLYMOUTH AVENUE MAPLEWOOD, NJ 07040 (B) 60 WALNUT AVENUE #100 CLARK, NJ 07066	11/15/60
KIMBERLY HULL 213-72-8209	CORPORATE SECRETARY OFFICER	5158 FULTON STREET NW WASHINGTON, DC 20166	5/4/63
JOHN C.H. HOOFF, JR. 224-68-2851	BOARD OF DIRECTORS	2107 FOREST HILL ROAD ALEXANDRIA, VA 22307	6/18/48

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 "BROKERS COMMITMENT 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 TWENTY-NINTH DAY OF FEBRUARY, A.D. 1996.

FILED
SECRETARY OF STATE
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96 APR 10 PM 3:16



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7846357

02-29-96

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