

F96000001964

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Aztec 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:

Kimberly Payne, Esq.
(Name of Person)

Shapiro & Kreisman
(Firm/Company)

4201 Lake Cook Road
(Address)

Northbrook, Illinois 60062
(City/State/Zip)

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

Kimberly Payne, Esq. at (847) 291-9100
(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

**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. Aztec 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. Delaware
(State or country under the law of which it is incorporated)
3. 86-0807835
(FEI number, if applicable)
4. October 26, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Have not yet transacted business there.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. 4201 Lake Cook Road
Northbrook, Illinois 60062
(Current mailing address)
8. To service residential mortgage loans and engage in any lawful act or
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
activity for which corporation may be organized.
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Gayle G. Edwards

Office Address: 7022 A.C. Skinner Parkway, Suite 200
Jacksonville, Florida, 32256
(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: Gerald M. Shapiro

Address: 958 Deerfield Road

Highland Park, Illinois 60035

Director: _____

Address: _____

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

President: Alan Kappeler

Address: 8604 Cross Oaks Lane

Fairfax Station, VA 22039

Vice President: Gayle G. Edwards

Address: 5508 Blackjack Grove Lane

Jacksonville, Florida 32258

Secretary: Karen L. Pattullo

Address: 750 Waterford Court


Lake Zurich, Illinois 60047

Treasurer: Gregory E. Fydryck

Address: 340 West Ivy Lane

Arlington Hts., Illinois 60004

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

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

14. Gayle G. Edwards, Vice President
(Typed or printed name and capacity of person signing application)

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ADDENDUM

B. OFFICERS (continued)

Chief Executive Officer: Gerald M. Shapiro

Address: 959 Deerfield Road

Highland Park, Illinois 60035

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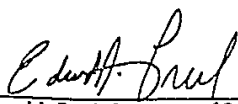
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AZTEC MORTGAGE 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 TWELFTH DAY OF APRIL, A.D. 1996.

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Edward J. Freel, Secretary of State

AUTHENTICATION: 7905137

DATE: 04-12-96

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