

F96000003685

GERALD WEINBERG, P.C.
Attorneys at Law
90 State Street
Albany, New York 12207

Gerald Weinberg
Lawrence A. Kirsch

Telephone (518) 463-2051
NYS (800) 342-8856
Facsimile (518) 463-0079

July 18, 1996

600001899216
-07/19/96--01025--001
*****70.00 *****70.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: NORTHWOOD FUNDING, LTD.

Enclosed herein please find an original and a copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named Delaware entity. Please file the document and return to me a stamped filed copy of the Articles. Enclosed please find a check made payable to Florida Department of State in the amount of \$70.00.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

REM

LAK/ss
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 22 AM 11:56
WL
7/22

**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. NORTHWOOD FUNDING, LTD., A CORPORATION
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. NEW YORK
(State or country under the law of which it is incorporated)

3. 12-1-84 4. PERPETUAL
(Date of Incorporation) (Duration)

5. 11-8244747
(Federal Employer Identification number, if applicable)

6. AS OF THE DATE OF FILING OF THIS APPLICATION
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 607.1503, Florida Statutes.)

7. 1913 DEER PARK AVENUE, DEER PARK, NEW YORK 11720-3300
(Current mailing address)

8. MORTGAGE BROKERAGE
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Matthew S. Chase
Address: 31-11 47th Street, #3R
Long Island City, New York 11103-1618

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 22 AM 11:15
TALLAHASSEE, FLORIDA

B. Officers:

President: Matthew S. Chase
Address: 31-11 47th Street, #3R
LONG ISLAND CITY, NEW YORK 11103-1018

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers directors.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 22 AM 11:56

10. Name and Street address of Florida registered agent:

Name: WILLIAM P. MCNEER III
Office Address: 636 U.S. HIGHWAY 1, Suite 301
WEST PALM BEACH, Florida 33408
Zip Code

11. 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: _____

12. 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.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

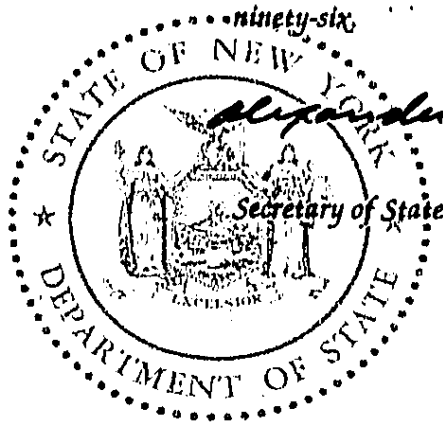
14. MATTHEW S. CHASE, PRESIDENT
(Name and capacity of person signing application)

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of NORTHWOOD FUNDING, LTD. was filed on 12/01/1994, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of July
one thousand nine hundred and

...ninety-six.



199607170261 46

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 22 AM 11:06

F96000003685

GERALD WEINBERG, P.C.

Attorneys at Law
90 State Street
Albany, New York 12207

Gerald Weinberg
Lawrence A. Kirsch

Telephone (518) 483-2051
NYB (800) 342-9858
Facsimile (518) 483-0079

June 25, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 26 AM 8:46

FILED

Re: NORTHWOOD FUNDING, LTD.

500002223925--0
-06/26/97--01074--002
*****35.00 *****35.00

Enclosed herein please find an original and a copy of the Application by Foreign Corporation for Authorization to file Amendment to Application for Authorization to Transact Business in Florida for the above named New York entity. Please file the document and return to me a stamped filed copy of the Articles. Enclosed please find a check made payable to Florida Department of State in the amount of \$35.00.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

LAK/ss
Enc.

NOTES
7/2

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1604, F.S.)

FILED
7 JUN 26 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

(1-3 must be completed)

1. NORTHWOOD FUNDING, LTD.
Name of corporation as it appears on the records of the Department of State.
2. NEW YORK
Incorporated under laws of
3. 7-22-96
Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 18, 1997
5. NORTHWOOD EXPRESS, INC.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
No change
New Duration _____
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No Change
New Jurisdiction _____


Signature

Matthew Chase
Typed or printed name

June 20, 1997

Date
President & Sole Shareholder
Title

**State of New York
Department of State**

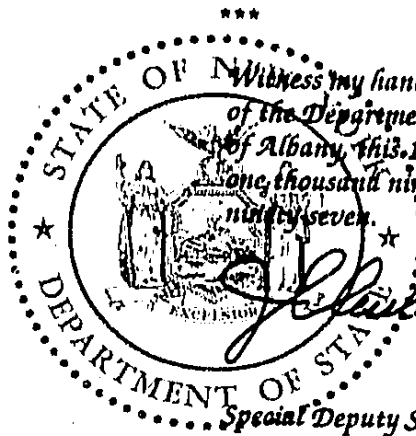
ss:

I hereby certify, that the certificate of incorporation of NORTHWOOD EXPRESS, INC. was filed on 12/01/1994, under the name of NORTHWOOD FUNDING, LTD., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Biennial Statement was filed 01/07/1997.

A Certificate of Amendment NORTHWOOD FUNDING, LTD., changing name to NORTHWOOD EXPRESS, INC., was filed 06/18/1997.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 19th day of June
one thousand nine hundred and
ninety seven.

Special Deputy Secretary of State

199706200102 61