

F96000004988

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

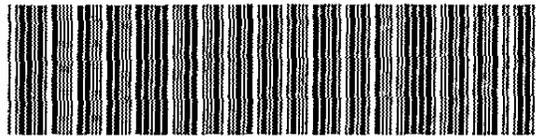
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Ps 4/28/04 [Signature]



**RBC
Mortgage
of California**

Tuesday, April 20, 2004

RBC Mortgage of California
3201 Danville Boulevard
Suite 260
Alamo, CA 94507
Tel: (888) 444-0400
Fax: (925) 838-4329

VIA UPS

Florida Department of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Withdrawal of Foreign Corporation

RBC Mortgage Company of California wishes to withdraw its foreign corporation status in the State of Florida.

Accordingly, enclosed please find a completed Transmittal Letter and Application By Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida form, in duplicate, along with our check No. 4960 for \$43.75 which comprises your filing fee of \$35.00, and a certified copy fee of \$8.75.

I have also enclosed a copy of the written consent of the sole stockholder of the corporation that establishes my authority to sign on behalf of the corporation.

Please return a copy of the certified filing to my attention here at our Alamo office.

Please let me know if you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "David Wales".

David Wales
Vice President
(925) 314-7508
(925) 838-0672 fax
david.wales@rbc.com

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

RBC Mortgage Company of California
(Name of Corporation)

F96000004988
(Document Number of Corporation (if known))

California
(Incorporated Under Laws of)

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TALLAHASSEE, FLORIDA

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This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

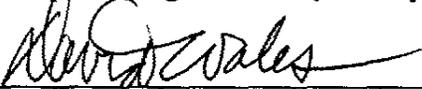
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

c/o RBC Mortgage Company, Legal Dept., 222 Merchandise Mart Plaza, Suite 550
(Mailing Address)

Chicago, IL 60654-1348
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

April 20, 2004
(Date)

David Wales
(Typed or printed name of person signing)

Vice President
(Title of person signing)

FILING FEE \$35

**WRITTEN CONSENT OF SOLE STOCKHOLDER
RBC MORTGAGE COMPANY OF CALIFORNIA**

The following resolution is hereby adopted upon the written consent of the undersigned, being the sole stockholder RBC Mortgage Company of California(the "Corporation"), a California corporation:

The undersigned, comprising all of the members of the Board of Directors of RBC MORTGAGE COMPANY OF CALIFORNIA, a California corporation (the "Corporation"), hereby consent in writing to the adoption and approval of the following actions in lieu of a Special Meeting of the Board of Directors:

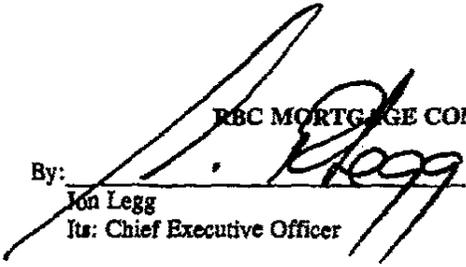
RESOLVED, that the following persons be, and they are hereby, appointed and elected to the offices set forth opposite their respective names, to serve at the pleasure of the Board of Directors until his/her successor shall have been duly elected and qualified or his/her death, resignation or removal from office whichever shall first occur, of the Corporation:

<u>NAME</u>	<u>TITLE</u>
Jon Legg	Chief Executive Officer
Mark Vanderveen	Senior Vice President
David Wales	Vice President
Bradley F. Simon	Secretary
Jamie G. Zelvin	Assistant Secretary

FURTHER RESOLVED, that each and every officer of the Corporation be and he hereby is authorized in the name and on behalf of the Corporation from time to time to take such actions and to execute and deliver such certificates, instruments, notices and documents as may be required or as such officer may deem necessary, advisable or proper in order to carry out the terms and intentions of the foregoing resolutions; all such actions to be performed in such manner, and all such certificates, instruments, notices and documents to be executed and delivered in such form as the officer performing or executing the same shall approve, the performance or execution thereof by such officer to be conclusive evidence of the approval thereof by such officer and by this Board of Directors.

This resolution may be signed in counterparts.

Dated as of this 2nd day of January 2, 2004.

RBC MORTGAGE COMPANY
By: 
Jon Legg
Its: Chief Executive Officer
being the sole shareholder of
RBC MORTGAGE COMPANY OF CALIFORNIA