

96000005056

1201 Peachtree Street, NE
Atlanta, GA 30361
Tel. 404 888 7790
Fax 404 888 6499

September 27, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: WMA MORTGAGE SERVICES, INC.
Order #: 612919

100001960381
-10/01/96--01024--007
*****70.00 *****70.00

Gentlemen:

As requested by counsel, we enclose for filing a qualification on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-241-8922.

Very truly yours,


Joan V. Bolden
Customer Specialist

/jvb

Enclosure(s)

Special Instructions:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. WMA Mortgage Services, Inc.

(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. Georgia

(State or country under the law of which it is incorporated)

3. 58-1992208

(FEI number, if applicable)

4. March 26, 1992

(Date of Incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 200 Galleria Parkway, Suite 500, Atlanta, Georgia 30339

(Current mailing address)

8. Mortgage Lender

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

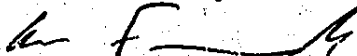
Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Allan Farnell

(Type Name and Title of Officer)

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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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Andrew J. Woodman, Jr.

Address: 5555 Triangle Parkway, 2nd Floor

Norcross, Georgia 30092

Director: _____

Address: _____

B. OFFICERS

President: Andrew J. Woodman, Jr.

Address: 5555 Triangle Parkway, 2nd Floor

Norcross, Georgia 30092

Vice President: _____

Address: _____

Secretary: Nancy A. Moate

Address: 5555 Triangle Parkway, 2nd Floor

Norcross, Georgia 30092

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Treasurer: _____

Address: _____

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

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

14. Andrew J. Woodman, Jr., President
(Typed or printed name and capacity of person signing application)

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Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 962201126
CONTROL NUMBER : 9205207
DATE INC/AUTH/FILED : 03/26/1992
JURISDICTION : GEORGIA
PRINT DATE : 08/07/1996
FORM NUMBER : 211

ELAINE RAMEY
MERRITT & TENNEY
200 GALLERIA PKWY, STE 500
ATLANTA GA 30339

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CERTIFICATE OF EXISTENCE

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

WMA MORTGAGE SERVICES, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

