F96000005124

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City State Zip Phone

T000019674O7
-10/08/96--01079--011
*****70.00 *****70.00

CORPORATION(S) NAME

W96-18560

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lc 10/4

KeyCorp. Finance Inc.

(X) Profit
() NonProfit
() Limited Liability Company
(X) Foreign
() Limited Partnership
() Reinstatement
() Limited Liability Partnership
() Certified Copy

() Amendment
() Dissolution/Withdrawal
() Annual Report
() Reservation
() Photo Copies

() Merger
() Mark
() Other
() Change of R.A.
() Fictitious Name
() CUS

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() Call When Ready
(X) Walk In
() Mail Out

() Call if Problem
() Will Wait

() After 4:30
(X) Pick Up

RECEIVED
96 SEP -5 AM 11:35
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PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

9/5/96

file 1st

CR2E031 (1-89)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 5, 1996

CT CORPORATION SYSTEM

SUBJECT: KEYCORP. FINANCE INC.
Ref. Number: W96000018560

We have received your document for KEYCORP. FINANCE INC. and your check(s) totaling $70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lea Rivers
Document Examiner

Letter Number: 996A00041565

10-3-96

Lee,
Please see the attached Faxed copy of Name Resolution. The original will be delivered to you on 10-4.

* Please backdate to 9-5 if possible. Thanks

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Forrest F. Stanley (Name), do hereby certify

that this Resolution of the Board of Directors of KeyCorp Finance Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Ohio,

was duly adopted on September 30, 19 96

Be it resolved, that KeyCorp Finance Inc. (Corporate Name)

organized and existing in the State of Ohio, hereby adopts the name

Key Home Equity Services Co. for use in Florida.

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Dated: September 30, 1996

Signature of either Chairman, Vice Chairman or any officer

Forrest F. Stanley, Secretary

Type or print name

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DIV.819(4/96)

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. KeyCorp Finance 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.)

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

3. 34-1355069
(FEI number, if applicable)

4. October 30, 1981
(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 817.155, F.S.))

7. 127 Public Square, Cleveland, Ohio 44114-1306
(Current mailing address)

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8. The origination, purchase and/or sale and servicing of home equity loans and lines of credit secured by a mortgage or the residence of the borrower.
(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)

Gil S. Apelis, Asst. Secretary
(Type Name and Title of Officer)

(FL-2169 - 11/16/94)

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: See attached list of directors

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS

President: See attached list of officers

Address: ______________________

____

Vice President: ______________________

Address: ______________________

____

Secretary: ______________________

Address: ______________________

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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. Forrest F. Stanley, Secretary Forrest F. Stanley
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Officers of KeyCorp Finance Inc.

---

1. James H. Downing, President and CEO
   2501 Washington Lane
   Bethlehem, Pennsylvania 18015

2. William F. Sherwood, Executive VP and Chief Operating Officer
   8000 Midlantic Drive, Suite 110 South
   Mt. Laurel, New Jersey 08054

3. John K. Van Nostrand, Senior VP and CFO
   8000 Midlantic Drive, Suite 110 South
   Mt. Laurel, New Jersey 08054

4. H. Burton Embry, Senior VP and Asst. Secretary
   8000 Midlantic Drive, Suite 110 South
   Mt. Laurel, New Jersey 08054

5. Milton Sunshine, Senior Vice President
   8000 Midlantic Drive, Suite 110 South
   Mt. Laurel, New Jersey 08054

6. Forrest F. Stanley, Secretary
   127 Public Square
   Cleveland, Ohio 44114-1306

7. Steven N. Bulloch, Assistant Secretary and Vice President
   127 Public Square
   Cleveland, Ohio 44114-1306

8. Edie Regler, Vice President
   8000 Midlantic Drive, Suite 110 South
   Mt. Laurel, New Jersey 08054

9. Kimberly Dunbar, Assistant Secretary
   8000 Midlantic Drive, Suite 110 South
   Mt. Laurel, New Jersey 08054

10. Denise Suarez, Assistant Secretary
    8000 Midlantic Drive, Suite 110 South
    Mt. Laurel, New Jersey 08054

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Directors of
KeyCorp Finance Inc.

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1. James H. Downing
   2501 Washington Lane
   Bethlehem, Pennsylvania 18015

2. William F. Sherwood
   8000 Midlantic Drive, Suite 110 South
   Mt. Laurel, New Jersey 08054

3. H. Burton Embry
   8000 Midlantic Drive, Suite 110 South
   Mt. Laurel, New Jersey 08054

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show ***KEYCORP FINANCE INC.****, an Ohio corporation, Charter No. 584133, having its principal location in Cleveland, County of Cuyahoga, was incorporated on October 30th, 1981 and is currently in* ***GOOD STANDING*** *upon the records of this office.*

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WITNESS my hand and official seal at Columbus, Ohio this 30th Day of August, A.D. 1996

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THE SEAL OF THE SECRETARY OF STATE OF OHIO

Bob Taft

Bob Taft
Secretary of State