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CHRISTOPHER R. MANNING

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October 18, 1996

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

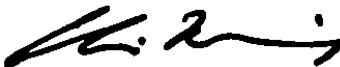
Re: Foreign Qualification of First Merchants Residential
Credit Corporation

Dear Sir or Madam:

Enclosed please find an Application By a Foreign Corporation
for Authorization to Transact Business in Florida filed in
duplicate. To satisfy the filing fee, attached is a check in the
amount of \$70.00 payable to the Secretary of State.

If you have any questions, please feel free to contact me.

Sincerely,



Christopher R. Manning

Enclosures

WR 10/30
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 OCT 30 AM 9:29

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. First Merchants Residential Credit 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9-20-96 5. Perpetual
(Date of Incorporation) (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. 4100 International Plaza, Suite 626
Ft. Worth, TX 76109
(Current mailing address)

8. To provide consumers with residential financing and such other related services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
permitted by law.

9. Name and street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

By: Fatucin, Insertion Asst. Sec.
(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.

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

A. DIRECTORS

Chairman: Mitchell C. Kahn
Address: 570 Lake Cook Rd., Suite 126, Deerfield, IL 60015

Vice Chairman: _____
Address: _____

Director: James H. Poythress
Address: 4100 International Plaza, Suite 626, Ft. Worth, TX 76109

Director: Paul VanEyl
Address: 570 Lake Cook Rd., Suite 126, Deerfield, IL 60015

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B. OFFICERS

President: Mitchell C. Kahn
Address: 570 Lake Cook Rd., Suite 126, Deerfield, IL 60015

Vice President: James H. Poythress
Address: 4100 International Plaza, Suite 626, Ft. Worth, TX 76109

Secretary: Richard Vogelmann
Address: 570 Lake Cook Rd., Suite 126, Deerfield, IL 60015

Treasurer: N/A
Address: _____

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

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

14. Richard Vogelmann, Secretary
(Typed or printed name and capacity of person signing application)

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 "FIRST MERCHANTS RESIDENTIAL CREDIT CORPORATION (THE "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 FIFTEENTH DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 30 AM 9:29



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8145694

DATE: 10-15-96