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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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SUBJECT: First Fiduciary, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Pamela Szczesny
(Name of Person)
First Fiduciary, Inc.
(Firm/Company)
P. O. Box 15733
(Address)
Tallahassee, FL 32317
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Pamela Szczesny at (904) 893-4985
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FIRST FIDUCIARY, INC.

A Nevada Corporation

Communications:
Post Office Box 15733
Tallahassee, Florida 32317

Loan Processing:
148 Ridgeview Drive
Aliquippa, Pennsylvania 15001

November 7, 1996

Mr. Hart Collins
Florida Department of State
409 E. Gaines Street
Tallahassee, FL

Dear Mr. Collins:

Per my telephone conversation with you, please be advised that I originally submitted the application for foreign corporation in August, 1996. Due to some unknown reason, your office does not have a record of receiving this application.

Please process this application per our discussions.

Thank you.



Pamela Szczesny
President

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. First Fiduciary, 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. Nevada
(State or country under the law of which it is incorporated)
3. 65-0466448
(FBI number, if applicable)
4. January 1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1994
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. 986 Bellflower Ct. Tallahassee, Fl. 32312

(Current mailing address)

8. Mortgage Investors
(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: (P. O. Box or Mail Drop Box NOT acceptable)

Name: Pamela Szczesny

Office Address: 986 Bellflower Ct.

Tallahassee, Fl., Florida, 32312
(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.


(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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: W. Patrick Connors
Address: 43 Cotton Dike Ct. Daquir Island, S.C. 29920
Vice Chairman: _____
Address: _____

Director: Pamela Szczesny
Address: 986 Bellflower Ct.
Tallahassee, Fl. 32312
Director: _____
Address: _____

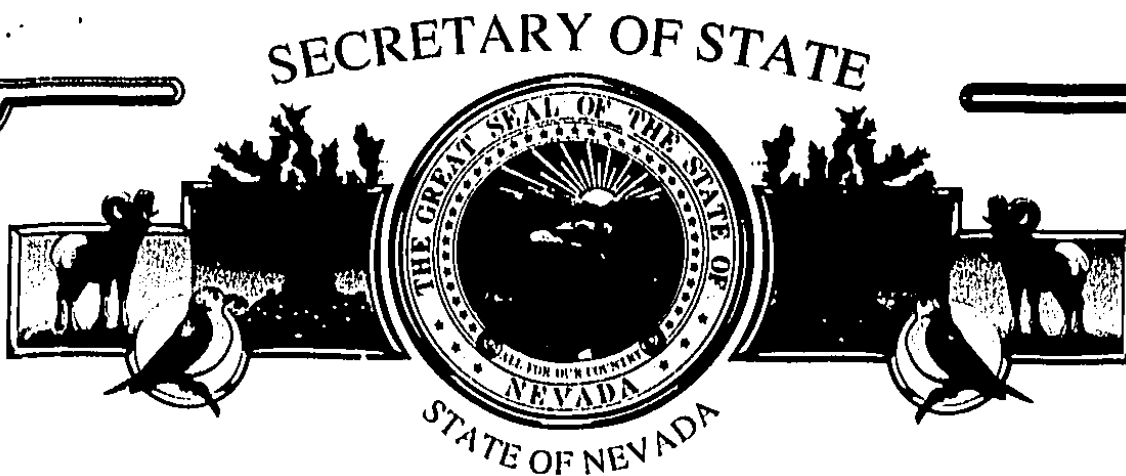
B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Pamela Szczesny
Address: 986 Bellflower Ct.
Tallahassee, Fl. 32312
Vice President: Jon Fisher
Address: 2010 Delta Blvd.
Tallahassee, Fl. 32303
Secretary: Tal Speed
Address: 2010 Delta Blvd.
Tallahassee, Fl. 32303
Treasurer: _____
Address: _____

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Pamela Szczesny
(Typed or printed name and capacity of person signing application)



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited liability companies, limited partnership, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **FIRST FIDUCIARY**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 10, 1994, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on June 28, 1996.



Dean Heller

Secretary of State

By

Doni Daint

Certification Clerk

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