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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

**CORPORATION(S) NAME**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Green Tree Vendor Services Corporation

- |  |   |   |
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| <input checked="" type="checkbox"/> Profit     | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other UCC Filing   |
| <input checked="" type="checkbox"/> Foreign    | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fic. Name          |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> CUS                    | <input type="checkbox"/> After 4:30         |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Call if Problem        | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready       |   |   |
| <input checked="" type="checkbox"/> Walk In    |   |   |
| <input type="checkbox"/> Mail Out              |   |   |

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11-15

CONSENT TO USE OF NAME

Green Tree Financial Servicing Corporation (the "Corporation"), a corporation organized under the laws of the State of Delaware, hereby consents to the organization-qualification of Green Tree Vendor Services Corporation in the State of Florida.

IN WITNESS WHEREOF, the said Corporation has caused this consent to be executed by its Vice President and attested under its corporate seal by its Secretary, this 1st day of November, 1996.

GREEN TREE FINANCIAL SERVICING CORPORATION

By Phyllis A. Knight  
Phyllis A. Knight, Vice President

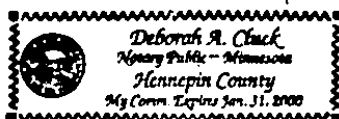
Attest:

Joel H. Gottesman  
Joel H. Gottesman, Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Subscribed to and sworn this  
1st day of November 1996.

Deborah A. Clark  
Notary Public  
My Commission Expires Jan 31, 2000



Florida

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. Green Tree Vendor Services 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  
(State or country under the law of which it is incorporated)
3. 86-0834777  
(FEI number, if applicable)
4. August 6, 1996  
(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. 3601 Minnesota Drive, Bloomington, Minnesota 55435  
(Current mailing address)
8. To engage in the commercial finance business and related activities as may be approved by the Board of Directors.  
(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)

William C. Bradford, Jr., Vice President  
(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: See attached list of officers

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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. \_\_\_\_\_

Betty J. Pecha, Assistant Secretary

(Typed or printed name and capacity of person signing application)

Officers & Directors Report

## Green Tree Vendor Services Corporation

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Richenfield, Samuel L.	Director	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Hallinan, William J.	Director	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Richenfield, Samuel L.	Chief Executive Officer	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Jackson, John D.	President	3601 Minnesota Drive, Suite 960 Bloomington, MN 55435
Radway, Robert H.	Senior Vice President	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Bauman, Frederick C.	Vice President & Assistant Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Curtin, James H.	Vice President & Assistant Secretary	France Place 3601 Minnesota Drive, Suite 960 Bloomington, MN 55435
Gaffney, Nancy J.	Vice President	95 Route 17 South P. O. Box 907 Paramus, NJ 07653
Hallinan, William J.	Vice President-Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Siciliano, Peter P.	Vice President	95 Route 17 South P. O. Box 907 Paramus, NJ 07653
Huckins, Melissa C.	Assistant Vice President-Treasury Operations	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Fitzsimmons, Robert J.	Treasurer	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Ciancola, Veronica D.	Assistant Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209

Officers & Directors Report

Inman, Deborah A.	Assistant Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Pacha, Betty J.	Assistant Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Smythe, Mellee	Assistant Treasurer	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209

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 "GREEN TREE VENDOR SERVICES 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 THIRTY-FIRST DAY OF OCTOBER, A.D. 1996.

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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10-31-96