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TRANSMITTAL LETTER

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TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: American Mortgage Express Corp. trading in Florida as Florida Mortgage Express Corp.
(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:

Tia Toms, Executive Secretary
(Name of Person)

American Mortgage Express Corp.
(Firm/Company)

1111 Marlkness Road, Suite 100
(Address)

Cherry Hill, New Jersey 08003
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Tia Toms
(Name of Person)

at (609) 489-1122 X39
(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

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JACK G. MONDEL, do hereby certify

(Name)

that this Resolution of the Board of Directors of AMERICAN MORTGAGE EXPRESS CORP.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of PENNSYLVANIA

was duly adopted on DECEMBER 6, 19 96

Be it resolved, that AMERICAN MORTGAGE EXPRESS CORP.

(Corporate Name)

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

FLORIDA MORTGAGE EXPRESS / INC. for use in Florida.

Dated: DECEMBER 6, 1996


Secretary or other Chairman, Vice Chairman or any officer

JACK G. MONDEL

(Type or print name)

7NM219(7/76)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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. American Mortgage Express Corp.
(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. Pennsylvania
(State or country under the law of which it is incorporated)

3. 23-2756949
(FBI number, if applicable)

4. 3/2/94
(Date of Incorporation)

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

6. No business has been transacted at this time.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 40 American Mortgage Express Corp.

1111 Marlkrass Road, Suite 100, Cherry Hill, NJ 08003
(Current mailing address)

8. mortgage banker
(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: Larry Stanevich

Office Address: 13658 Orange Boulevard

Royal Palm Beach

, Florida, 33412
(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.

Larry Stanevich
(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Jack G. Mondel

Address: 482 Hidden Lane, Cherry Hill, NJ 08003

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Jack G. Mondel - Sole officer

Address: 482 Hidden Lane, Cherry Hill, NJ 08003

Vice President: _____

Address: _____

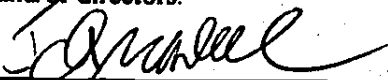
Secretary: _____

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. Jack G. Mondel

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



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

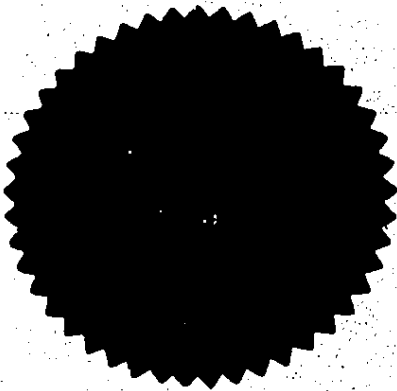
OCTOBER 23, 1996

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

AMERICAN MORTGAGE EXPRESS CORP.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Secretary of the Commonwealth

CFEN

96 NOV 25 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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