

Firstar Home Mortgage Corporation

F96000006451

December 6, 1996

800002023598--1
-12/09/96--01039--011
*****78.75 *****78.75

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

Dear Madam or Sir:

Enclosed please find the application of Firstar Home Mortgage Corporation to transact business as a foreign corporation in the State of Florida.

The following items are also attached:

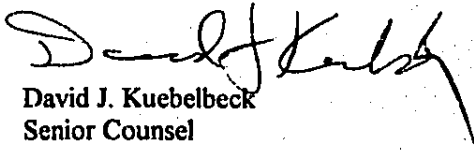
- Transmittal letter
- Certified copy of the certificate of existence
- Check in the amount of \$78.75
(\$70.00 registration fee plus \$8.75 for certificate of status)
- Exhibit A (Officer Listing)
- Exhibit B (Directors Listing)

Please send your letter of acknowledgment to me at our new address as of December 1996.

Firstar Home Mortgage Corporation
1550 East 79th Street, Suite 880
Bloomington, MN 55425

If you have any questions you may reach me at my new phone number 612/851-8264.

Very truly yours,


David J. Kuebelbeck
Senior Counsel

DJK/cb
djk-999

200 East Lake Street
Wayzata, Minnesota 55391
612/475-8900

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/10/96

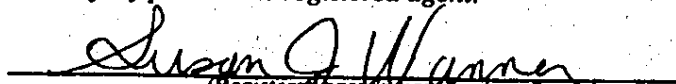
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**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. Firststar Home Mortgage 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. Wisconsin 3. 41-0991758
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/18/82 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 817.153, F.S.)
7. 500 East Lake Street New address as of December 13, 1996
Wayzata, MN 55391 1550 East 79th Street, Suite 880
Bloomington, MN 55425
(Current mailing address)
8. Single family mortgage lending
(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: C.T. Corporation System
Office Address: c/o C.T. Corporation System
1200 South Pine Island Rd.
Plantation, Florida, 33324
(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) *Asst. Sec.*

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: See attached exhibit

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached exhibit

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. Richard F. Comparato
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard F. Comparato, Executive Vice President
(Typed or printed name and capacity of person signing application)

Exhibit A

FIRSTAR HOME MORTGAGE CORPORATION OFFICER LISTING

<u>NAME</u>	<u>OFFICER TITLE</u>	<u>ADDRESS</u>
Michael J. Schmitz	Chairman	*777 East Wisconsin Avenue Milwaukee WI 53202
Daniel A. Arrigoni	President & CEO	**200 East Lake Street Wayzata, MN 55391
Lynn V. Bueltel	Executive Vice President/CFO	**
Richard F. Comparato	Executive Vice President	**
Robert J. Peifer	Senior Vice President	**
Richard A. Aneshansel	First Vice President	**
Timothy F. Candek	First Vice President/Treasurer	*** 809 South 60th Street West Allis, WI 53201
Gregg M. Gianpetro	First Vice President	**
Frederick E. Guille	First Vice President	***
Janet W. Hanks	First Vice President	**
Daniel J. Lehrer	First Vice President	**
Daniel J. Mekemson	First Vice President	***
James Kubovec	Vice President	**
Nancy M. Schreier	Vice President	**
Robert J. Smiley	Vice President	***
Donald W. Solie	Vice President	**
James M. Stark	Vice President	***
Peter J. Henningsen	Secretary	*
David J. Kuebelbeck	Assistant Secretary	**

Dated: November 1996

Exhibit B

**FIRSTAR HOME MORTGAGE CORPORATION
DIRECTORS**

Michael J. Schmitz
Phone: 414-765-5482
Fax: 414-765-6040

Chairman
777 East Wisconsin Avenue
Milwaukee, WI 53202

Daniel A. Arrigoni
Phone: 612-475-8701
Fax: 612-475-8557

President & CEO,
200 East Lake Street
Wayzata, MN 55391

Chris M. Bauer
Phone: 414-765-6270
Fax: 414-765-6040

Director
777 East Wisconsin Avenue
Milwaukee, WI 53202

John A. Becker
Phone: 414-765-5660
Fax: 414-765-6040

Director
777 East Wisconsin Avenue
Milwaukee, WI 53202

Lynn V. Bueltel
Phone: 612-475-8751
Fax: 612-475-8727

Director
200 East Lake Street
Wayzata, MN 55391

Roger L. Fitzsimonds
Phone: 414/765-4260
Fax: 414/765-6040

Director
777 East Wisconsin Avenue
Milwaukee, WI 53202

Jeffrey B. Weeden
Phone: 414-765-5748
Fax: 414-765-4107

Director
777 East Wisconsin Avenue
Milwaukee, WI 53202

DFI/CCB/Corp
Fm 12
(7/96)

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United States of America
State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

FIRSTAR HOME MORTGAGE CORPORATION

is a domestic corporation organized under the laws of the State of Wisconsin and that its date of incorporation is NOVEMBER 18, 1991.

FILED
96 DEC 10 PM 2:54
STATE
TALLAHASSEE, FLORIDA

I further certify that said corporation has not, during its most recently completed report year, filed with this department an annual report required by sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes, but that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the official seal of the Department
on OCTOBER 31, 1996.



Richard L. Dean
Richard L. Dean, Secretary
Department of Financial Institutions

BY: *Patricia Weber*

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.