

NEW 011 004 000-2000

112-20-90 1 0100PM 1 FAL JACKSONVILLE-

1/ 7

F96000006736

FOLEY & LARSON
ATTORNEYS AT LAW

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JACKSONVILLE, FLORIDA 32201-0210
THE GREENLEAF BUILDING
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FACSIMILE TRANSMISSION

TO: Fred Lott FAX NO.: 904/922-4000

FROM: Sonya Sowards for Leighanne Whitten

DATE: 12/23/96 TIME: 2:36pm

NO. OF PAGES (including this page): 2

MESSAGE: As discussed with Leighanne Whitten, enclosed is the filing for Adam Mortgage Company. Also as we discussed, please refund the previous filing fee.

FILE NO: 65418/101

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U.S. DEPT. OF COMMERCE

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12/23/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:42 PM

((H96000017946 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FOLEY & LARDNER

ACCT#: 072720000061

CONTACT: KAREN—PETERSON *SONYA SOWARDS*

PHONE: (904)359-2000

FAX #: (904)359-8700

NAME: ADAM MORTGAGE COMPANY

AUDIT NUMBER.....H96000017946

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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1. ENTER PASSWORD
2. REQUEST COR ELECTRONIC FILING
3. REQUEST COR ELECTRONIC CERTIFICATE
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9. RETURN TO MAIN MENU

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PASSWORD/NEWPASSWORD

DOCUMENT TYPE

CORPORATE DOCUMENT NUMBER

*** NO KEY ***

*** NO KEY ***

*** NO KEY ***

*** NO KEY ***

*** NO KEY ***

*** NO KEY ***

--- CURRENT DEFAULTS ---

ACCOUNT NAME: 072720000061

AVAILABLE BALANCE: \$1013.50

SUB ACCOUNT:

METHOD OF DELIVERY: F

MAIL NAME: FOLEY & LARDNER

MAIL ADDR1: 200 LAURA ST

MAIL ADDR2:

CITY: JACKSONVILLE

ST: FL

ZIP: 32202-

COUNTRY: US

ENTER SELECTION NUMBER, 1 THRU 9, A BLANK AND THE KEY (IF REQUIRED).

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1 Description of Service

SENT BY: (904) 059-2000 112-23-00 1 3:00PM
Prepared by and return to:
Charles V. Hudrick, Enquire 204130
Foley & Lardner
200 Laura Street, P.O. Box 240
Jacksonville, FL 32201-0240

F&L JACKSONVILLE-

FAX AUDIT NO. H96000017946 0

3/7

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. Adam Mortgage Company
(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. Texas 3. 75-2520210
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/02/94 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 12/17/96
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503, F.S.))

7. 2800 South Texas Avenue, Suite 200
Bryan, TX 77802

(Current mailing address)

To engage in any lawful business act or activity for profit
for which corporations may be organized under the Florida

8. Business Corporation Act
(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: F&L Corp.

Office Address: 200 Laura Street

Jacksonville, Florida, 32202
(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.

Charles V. Hudrick
(Registered agent's signature)

12/23/96
(Date)

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:

A. DIRECTORS

Chairman: John T. O'Malley
Address: 4001 E. 29th Street, Suite 120
Bryan, TX 77802

Director: Keith Hyde Kuttler
Address: 2800 So. Texas Ave., Suite 200
Bryan, TX 77802

Director: Max Randall Hefner
Address: 2800 So. Texas Ave., Suite 200
Bryan, TX 77802

Director: James Lawrence Wolfe
Address: 2800 So. Texas Ave., Suite 200
Bryan, TX 77802

B. OFFICERS

President: William P. Riggs
Address: 113430 Northwest Freeway, Suite 202
Houston, TX 77040

Vice President: See Attached Schedule "A"
Address: _____

Secretary: Gerrie Almaguer
Address: 4001 E. 29th Street, Suite 120
Bryan, TX 77802

Controller: Timothy Paul Spencer
Address: 2800 So. Texas Avenue, Suite 200
Bryan, TX 77802

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

13. Gerrie Almaguer, Vice President & Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John T. O'Malley / Gerrie Almaguer

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TALLAHASSEE, FLORIDA

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Schedule "A"

Vice Presidents

G.D. "Gerrie" Pyron-Almaguer
4001 E. 29th Street, Suite 120
Bryan, TX 77802

Lee Matthew Barden
4001 E. 29th Street, Suite 120
Bryan, TX 77802

Raymond Nicholas Taddeo
4001 E. 29th Street, Suite 180
Bryan, TX 77802

Ronald Curtis Bayless
1111 NW Westshore Boulevard, Suite 401
Tampa, FL 33607

Alix Mary Kee
113430 Northwest Freeway, Suite 202
Houston, TX 77040

Ruth Evelyn Weiss
101 Pacifica, Suite 270
Irvine, CA 92718

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

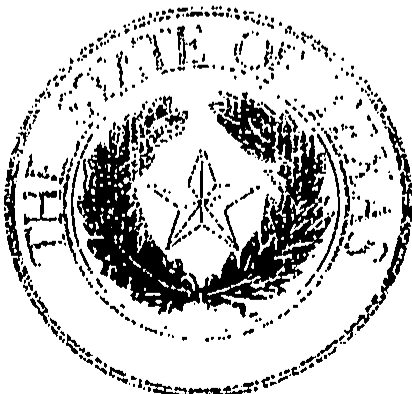
ADAM MORTGAGE COMPANY
CHARTER #1300589-00

were filed in this office and a certificate of incorporation was issued on
FEBRUARY 2, 1994;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on December 10, 1996.*



107.
Antonio O. Garza, Jr.
Secretary of State

PH

FAX AUDIT NO. H96000017946 0



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

October 30, 1996

KAREN PETERSON
FOLEY & LARSEN
P. O. BOX 240
JACKSONVILLE, FL 32201-0240

The name ADAM MORTGAGE COMPANY has been reserved for 120 days beginning October 30, 1996. The reservation number is R96000005182 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-2000, the Name Availability Section

Tammy Hampton

Letter number: 196A00049918

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TALLAHASSEE, FLORIDA

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314