

F97000005687

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Holiday Mortgage Corporation
(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.

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-10/28/97-01063-002
*****78.75 *****78.75

Please return all correspondence concerning this matter to the following:

Stacy McMillen
(Name of Person)
Holiday Mortgage Corporation
(Firm/Company)
700 S. Federal Highway Suite 200
(Address)
Boca Raton FL 33432
(City/State/Zip)

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

Stacy McMillen at (561) 417 0090
(Name of Person) (Area Code & Daytime Telephone Number)

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10/29

COURIER ADDRESS:

Qualification/Tax Lien Section
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

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. Holiday 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. Delaware
(State or country under the law of which it is incorporated)
3. 65-0787351
(FEI number, if applicable)
4. 10-16-97
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. As soon as qualified
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 700 S. Federal Highway Suite 200
Boca Raton FL 33432
(Current mailing address)
8. mortgage financing
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Stacy McMillen
Office Address: 700 S. Federal Highway Suite 200
Boca Raton, Florida, 33432
(Zip code)

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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.

Stacy McMillen
(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.

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: Gary L. ShupiroAddress: 700 S. Federal Hwy, Suite 200, Boca Raton, FL 33432Vice Chairman: ~~Robert D.~~

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: Sam ValerianoAddress: 700 S. Federal Highway Suite 200
Boca Raton FL 33432Secretary: Stacy McMillenAddress: 700 S. Federal Highway Suite 200
Boca Raton FL 33432Controller
Treasurer: Walter BurkhardtAddress: 700 S. Federal Highway Suite 200
Boca Raton FL 33432

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

13. Stacy McMillen
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Stacy McMillen Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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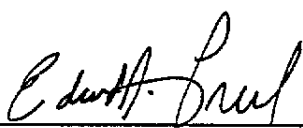
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOLIDAY MORTGAGE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HOLIDAY MORTGAGE CORPORATION" WAS INCORPORATED ON THE SIXTEENTH DAY OF OCTOBER, A.D. 1997.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8707820

DATE: 10-17-97