

F970000006232

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-442-8062 • Fax (850) 222-1222

Rurban mortgage company

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Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File 700002356167--1
Fictitious Name File -11/25/97--01023--009
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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WL 11/25

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. Rurban 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. Ohio

(State or country under the law of which it is incorporated)

3. 59-3478478

(FEI number, if applicable)

4. November 5, 1997

(Date of incorporation)

5. Perpetual

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

6. Upon acceptance of application to do business in Florida

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 2430 Estancia Blvd., Suite 202

Clearwater, Florida 34621

(Current mailing address)

8. Mortgage Lending Services

(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: Kenneth A. Joyce

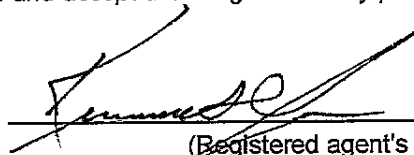
Office Address: 2430 Estancia Blvd., Suite 202

Clearwater, Florida, 34621

(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.


(Registered agent's signature) (Officer)

Kenneth A. Joyce, President and CEO

(Type Name and Title of Officer)

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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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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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. _____

Kenneth A. Joyce, President and CEO

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

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

12. NAMES AND ADDRESSES OF OFFICERS AND/OR DIRECTORS:

A. DIRECTORS

Kenneth A. Joyce -- Chairman
Rurban Mortgage Company
2430 Estancia Boulevard
Suite 202
Clearwater, FL 34621

Robert W. Constien
Rurban Financial Corp.
401 Clinton Street
Defiance, OH 43512

Keeta J. Diller
Rurban Financial Corp.
401 Clinton Street
Defiance, OH 43512

Mark A. Soukup
Rurban Financial Corp.
401 Clinton Street
Defiance, OH 43512

Steven D. VanDemark
Rurban Financial Corp.
401 Clinton Street
Defiance, OH 43512

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B. OFFICERS

Kenneth A. Joyce -- President and CEO
Rurban Mortgage Company
2430 Estancia Boulevard
Suite 202
Clearwater, FL 34621

Jacqueline M. Lorenzo -- Vice President
Rurban Mortgage Company
2430 Estancia Boulevard
Suite 202
Clearwater, FL 34621

Lionel J. Gadwa, Jr. -- Vice President
Rurban Mortgage Company
2430 Estancia Boulevard
Suite 202
Clearwater, FL 34621

Harold V. Misner, Jr. -- Vice President
Rurban Mortgage Company
2430 Estancia Boulevard
Suite 202
Clearwater, FL 34621

Amanda P. Mills -- Vice President and Treasurer
Rurban Mortgage Company
2430 Estancia Boulevard
Suite 202
Clearwater, FL 34621

Roslynn Fluty -- Assistant Vice President and Secretary
Rurban Mortgage Company
2430 Estancia Boulevard
Suite 202
Clearwater, FL 34621

Richard C. Warrenner -- Assistant Secretary
Rurban Financial Corp.
401 Clinton Street
Defiance, OH 43512

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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and miscellaneous filings; that said records show RURBAN MORTGAGE COMPANY, an Ohio Corporation, principal location in Defiance, County of Defiance, incorporated on November 5, 1997, is currently in GOOD STANDING upon the records of this office.

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WITNESS my hand and official
seal at Columbus, Ohio this
5th day of November, A.D. 1997

Bob Taft

Bob Taft
Secretary of State