

F98060000336

Requestor's Name

FLORIDA COMPLIANCE SPECIALISTS, INC.

DAVE TAYLOR, PRESIDENT



1331 East Lafayette Street, Suite C
Tallahassee, Florida 32301
Voice: (904) 942-5464 Fax: (904) 942-5111

Office Use Only

NUMBER(S), (if known):

1. Wall Street Mtg. Corp. 52-1743371 feit
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____ 400002404924-5
(Corporation Name) (Document #)
-01/20/98-01088-001
*****78.75 *****78.75

- Walk in
- Pick up time 1/20
- Mail out
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

98 JAN 20 PM 2:30
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
98 JAN 20 PM 1:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
mtu
1/20

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Leslie R. Millman, do hereby certify
that this Resolution of the Board of Directors of _____


Wall Street Mortgage Corporation

a corporation duly organized and existing under the laws of the State of District of Columbia
was duly adopted on March 18, 19 91.

Resolved, that Wall Street Mortgage Corporation, organized
and existing in the State of District of Columbia, hereby adopts the
name WSMC Wholesale Funding Corp.

for use in Florida.

Dated: 1/5/98



Signature of at least one director

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DIVISION OF CORPORATIONS
98 JAN 20 PM 3:30

INHS19(3/95)

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. Wall Street Mortgage Corp. ~~WSMC Wholesale Funding 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. District of Columbia 3. 52-1743371
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 18, 1991 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 817.155, F.S.)

7. 10000 Falls Road, Suite 300
Potomac, MD 20854
(Current mailing address)

8. Mortgage Lender
(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: Dave Taylor

Office Address: 1331 East Lafayette St., Suite C
Tallahassee, Florida, 32301
(Registered agent's address) (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.

[Handwritten signature]
(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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DIVISION OF CORPORATIONS
98 JAN 20 PM 2:30

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Steven A. Spiegelman

Address: 9300 River Road

Potomac, MD 20854

Vice President: Leslie R. Millman

Address: 10011 Chapel Road

Potomac, MD 20854

Secretary: Sandi Santucci

Address: 20316 Locust Grove Road

Rohrersville, MD 21779

Treasurer: n/a

Address: n/a

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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. Leslie R. Millman

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

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



CERTIFICATE

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 18th day of March, 1991, Articles of Incorporation of:

WALL STREET MORTGAGE CORPORATION

WE FURTHER CERTIFY that the above named corporation is in Good Standing and is duly incorporated and existing according to the records of the Corporations Division, having filed all annual reports as required by the District of Columbia Business Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 6th day of January 1997 .

W. David Watts
Director

Patricia A. Montgomery
Administrator
Business Regulation Administration

Desiree M. Jones

Act. Asst. Desiree M. Jones
Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

98 JAN 20 PM 2:30
SECRETARY OF STATE
CORPORATIONS DIVISION

