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MAR-03-1998 14:42 CO. CORP 302-575-1346 P.05

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((H98000004208 8)))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: THE COMPANY CORPORATION ACCT#: 110421001316
CONTACT: REGINA CEPHAS
PHONE: (302)575-0440 FAX #: (302)575-1346

NAME: PC MORTGAGE COMPANY
AUDIT NUMBER.....H98000004208
DOC TYPE.....FOREIGN PROFIT QUALIFICATION
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET, TYPE THE FAX

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

** ENTER 'M' FOR MENU. **

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ENTER SELECTION AND <CR>:

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File stamped
original application
as it was clearer
than faxed copy -
same information

E COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

December 15, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
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RE: PC Mortgage Company
9711052814395

Dear Sir or Madam:

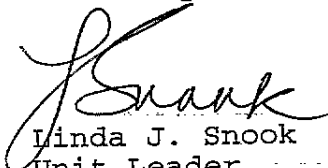
Enclosed please find Application for Authority (and related documents, if appropriate) and our check in the amount of \$70.00 for PC Mortgage Company.

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

W97-28083

Sincerely,



Linda J. Snook
Unit Leader
Non-Delaware Filings

enc.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 17, 1997

LINDA J. SNOOK
THE COMPANY CORPORATION
1313 N. MARKET ST
WILMINGTON, DE 19801-1151

SUBJECT: PC MORTGAGE COMPANY
Ref. Number: W97000028083

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We have received your document(s) in this office, however, a copy of the document is being returned for the following:

I am returning the check payable to SEC OF COMMONWEALTH PA in the amount of \$180.00 to be replaced for one payable to Florida Dept. State in the correct amount of \$70.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 097A00059214

2788044

**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. PC 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. NEW CASTLE COUNTY, DELAWARE 3. 23-2594644
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/05/97 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 01/01/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 5146 N. HUTCHINSON STREET
PHILADELPHIA, PA 19141
(Current mailing address)

8. MORTGAGE BROKERING
(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: Larry Wolfe
Office Address: 200 - A John Knox Road
Tallahassee, Florida, 32303-6643
(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.

SEE ATTACHED

(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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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: PATRICK CHARLES
Address: 5146 N. HUTCHINSON STREET
PHILADELPHIA, PA 19141
Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS

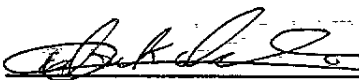
President: PATRICK CHARLES
Address: 5146 N. HUTCHINSON STREET
PHILADELPHIA, PA 19141
Vice President: _____
Address: _____
Secretary: _____
Address: _____
Treasurer: _____
Address: _____

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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.

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

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.

In compliance with Section 607.1503, Florida Statutes, the following is
submitted: _____

First, this _____ PC Mortgage Company _____ organized
under the laws of the state of _____ Delaware _____ with its principal place of
business to be located in the city of _____, State of Florida,
has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643
as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation,
at the place designated in this Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provision of all statutes relative to the proper and
complete performance of my duties.



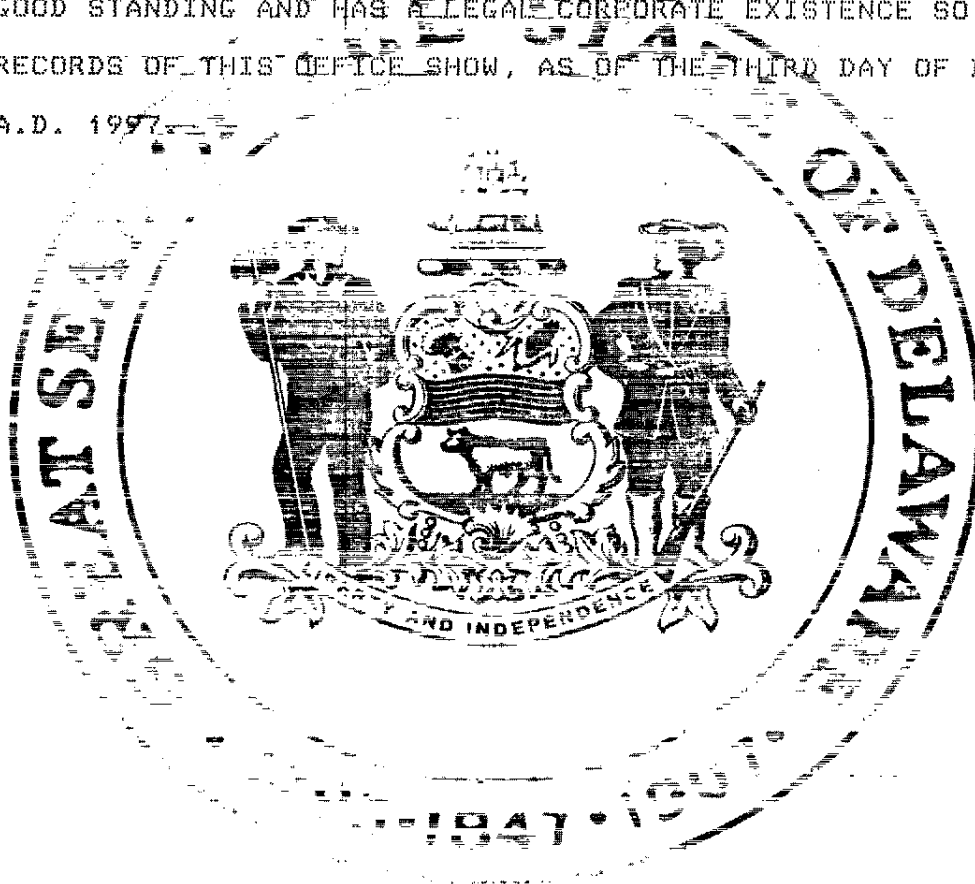
Larry Wolfe

Date

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PC MORTGAGE COMPANY" 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 THIRD DAY OF DECEMBER, A.D. 1997.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8787629

DATE:

12-03-97