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ACCOUNT NO. : 072100000032

REFERENCE : 755091 4326262

AUTHORIZATION :

Patricia Pigeon

COST LIMIT : \$ 70.00

ORDER DATE : March 25, 1998

ORDER TIME : 10:01 AM

ORDER NO. : 755091-005

CUSTOMER NO: 4326262

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CUSTOMER: Nancy Udolf, Esq  
Zukerman Gore & Brandeis  
900 Third Avenue  
8th Fl.  
New York, NY 10022

FOREIGN FILINGS

NAME: SOUTHSTAR FUNDING CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

03/30  
98 MAR 30 PM 2:21  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

# 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. Southstar 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. Delaware 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 18, 1998 5. perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. has not yet commenced business  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o First Town Mortgage Corporation  
100 Plaza Drive, Secaucus, NJ 07094  
(Current mailing address)

8. mortgage banking  
(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: (P.O. Box or Mail Drop Box NOT  
acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(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.

Corporation Service Company

By: Vicki Schreiber, Asst. V.P.  
(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: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Peter R. Norden

Address: c/o First Town Mortgage Corporation,  
100 Plaza Drive  
Secaucus, NJ 07094

Director: Martin J. Levine

Address: c/o First Town Mortgage Corporation  
100 Plaza Drive  
Secaucus, NJ 07094

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

President: Peter R. Norden

Address: c/o First Town Mortgage Corporation  
100 Plaza Drive  
Secaucus, NJ 07094

Executive Vice President: Martin J. Levine

Address: c/o First Town Mortgage Corporation  
100 Plaza Drive  
Secaucus, NJ 07094

Secretary: Martin J. Levine

Address: c/o First Town Mortgage Corporation  
100 Plaza Drive  
Secaucus, NJ 07094

Treasurer: Peter R. Norden

Address: c/o First Town Mortgage Corporation  
100 Plaza Drive  
Secaucus, NJ 07094

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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. Martin J. Levine, Executive Vice President and 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 "SOUTHSTAR FUNDING CORP." 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 TWENTY-SIXTH DAY OF MARCH, A.D. 1998.

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 20 PM 2:21



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8994085

DATE: 03-26-98