

F98000002330

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: FIRST FEDERAL FUNDING 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.

Please return all correspondence concerning this matter to the following:

WILLIAM S. MORGAN III  
(Name of Person)

FIRST FEDERAL FUNDING CORPORATION  
(Firm/Company)

672 N. SEMORAN BLVD SUITE 102  
(Address)

ORLANDO FL 32807  
(City/State/Zip)

W98-8521

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-04/15/98--01060--004

\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

WILLIAM S. MORGAN III at (407) 207-4220  
(Name of Person) (Area Code & Daytime Telephone Number)

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

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 16, 1998

WILLIAM S. MORGAN III  
FIRST FEDERAL FUNDING CORPORATION  
672 N. SEMORAN BLVD. SUITE 102  
ORLANDO, FL 32807

SUBJECT: FIRST FEDERAL FUNDING CORPORATION  
Ref. Number: W98000008521

We have received your document for FIRST FEDERAL FUNDING CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Your resolution to adopt a different name does not list a different name. Enclosed is a blank resolution form for your convenience; you may wish to call to check the availability of any name you wish to adopt.

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 298A00020415

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned William S. Morgan III (Name), do hereby certify  
that this Resolution of the Board of Directors of First Federal Funding Corpor-  
ation (Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on March 31, 1998, 19 98.

Be it resolved, that First Federal Funding Corporation (Corporate Name),

organized and existing in the State of Delaware, hereby adopts the name

First Funding for its office in Florida.

Dated: April 20, 1998

William S. Morgan  
Signature of either Chairman, Vice Chairman or any officer

William S. Morgan III  
Type or print name

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TALLAHASSEE FLORIDA

**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. FIRST FEDERAL FUNDING 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 3. 59-3488586  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/16/97 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JAN 1 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 672 N. SEMORAN BLVD SUITE 102  
ORLANDO FL 32807  
(Current mailing address)

8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS  
MAY BE ORGANIZED UNDER THE GENERAL CORPORATION LAW OF DELAWARE.  
(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: WILLIAM S. MORGAN III

Office Address: 672 N. SEMORAN BLVD. SUITE 102  
ORLANDO, Florida, 32807  
(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.*

William S. Morgan III  
(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: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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TALLAHASSEE FLORIDA

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

President: WILLIAM S. MORGAN III

Address: 413 MADEIRA AVE

ORLANDO FL 32825

Vice President: \_\_\_\_\_

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

Secretary: WILLIAM S. MORGAN III

Address: 413 MADEIRA AVE

ORLANDO FL 32825

Treasurer: WILLIAM S. MORGAN III

Address: 413 MADEIRA AVE

ORLANDO FL 32825

**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. WILLIAM S. MORGAN III PRESIDENT, SECRETARY, TREASURER

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST FEDERAL FUNDING 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 NINTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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*Edward J. Freel*

9021112

04-09-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: