

F98000003205
CENDANT

June 3, 1998

Jennifer Sindt
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

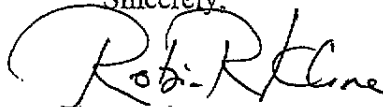
Re: Coldwell Banker Mortgage Partners, Inc.

Dear Ms. Sindt:

Thank you for your correspondence dated May 13, 1998. Coldwell Banker Mortgage Partners, Inc. has been an inactive company since April 1997. Our tax department has notified me that a final tax return reflecting the income or loss for the 1997 tax year will be prepared.

Because Coldwell Banker Mortgage Partners, Inc. is an inactive company, please withdrawal the application for authority to do business in Florida and refund the application fee to my attention. Thank you.

Sincerely,



Robin R. Kline
Corporate Paralegal

*Corporation has paid civil penalties and past
annual report for for transacting business in Florida
without authority for years 1995-1997. Corporation
does not want to obtain authority to transact business*

AK



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 13, 1998

ROBIN R. KLINE
CENDANT CORPORATION
6 SYLVAN WAY
PARSIPPANY, NJ 07054

SUBJECT: COLDWELL BANKER MORTGAGE PARTNERS, INC.
Ref. Number: W98000009632

We have received your document for COLDWELL BANKER MORTGAGE PARTNERS, INC. and your check(s) totaling \$3515.00. However, the document has not been filed and is being retained in this office for the following:

Please accept our apology for failing to mention this in our previous letter.

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 398A00026566



May 12, 1998

VIA OVERNIGHT MAIL

Jennifer Sindt
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Coldwell Banker Mortgage Partners, Inc.

Ms. Sindt:

I am enclosing our company's check in the amount of \$3515.00 for payment of annual report and penalty fees. I have also enclosed your letter dated April 29, 1998 stating that you are holding the qualification document and \$70.00 check until the past due fees and penalties are paid.

Please proceed to process the qualification and send evidence of its filing to my attention. Thank you.

Sincerely,

Robin R. Kline
Corporate Paralegal

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 29, 1998

CT CORPORATION SYSTEM

SUBJECT: COLDWELL BANKER MORTGAGE PARTNERS, INC.
Ref. Number: W98000009632

We have received your document for COLDWELL BANKER MORTGAGE PARTNERS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that COLDWELL BANKER MORTGAGE PARTNERS, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3515.00.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 598A00023358

Document Number Only

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

800002504978--6

-04/29/98--01031--025

*****70.00 *****70.00

800002504978--6

-05/13/98--01095--001

***3515.00 ***3515.00

W98-9632

Q.

Coldwell Banker Mortgage Partners, Inc.

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Please Return Extra Copies
File Stamped.

Thank You!!

Hope

4/29

RECEIVED
98 APR 29 AM 11:18
DIVISION OF COMMERCE

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. Coldwell Banker Mortgage Partners, Inc.
(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
(State or country under the law of which it is incorporated)
3. 33-6161982
(FEI number, if applicable)
4. January 21, 1995
(Date of incorporation)
5. Perpetual
(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 817.156, F.S.))
7. 6 Sylvan Way, Parsippany, New Jersey 07054

(Current mailing address)
8. See attached purpose clause
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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 list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Coldwell Banker Mortgage Partners, Inc.**

To engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code.

Coldwell Banker Mortgage Partners, Inc.

DIRECTORS

OFFICERS

Kevin R. Greene Vice President - Controller
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054

Coldwell Banker Mortgage Partners, Inc.

Linda A. Priest

Vice President, Tax

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Eric Schmalzbach

Vice President, Finance

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Mark E. Johnson

Assistant Treasurer

Primary Address: 307 International Circle
Hunt Valley, MD 21030

A. Donald Ruston

Assistant Treasurer

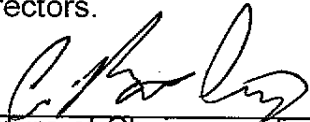
Primary Address: 307 International Circle
Hunt Valley, MD 21030

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.

C. Patterson Cardwell

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

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLDWELL BANKER MORTGAGE PARTNERS, INC." 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-EIGHTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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




Edward J. Freel, Secretary of State

2476376 8300

AUTHENTICATION:

9049745

981160936

DATE:

04-28-98