

F980000003627
Washington

Mortgage Company

The Mortgage Company America Trusts

6/23/98

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Agnes Lunt

300002571713--0
-06/25/98--01006--001
*****78.75 *****78.75

Dear Agnes,

Enclosed please find the following documents per your instructions from our phone conversation of Thursday, June 18, 1998:

1. Completed "Application by Foreign Corporation for Authorization to Transact Business in Florida".
2. Completed "Resolution of Board of Directors" for our adopted name, "Washington Florida Mortgage Company".
3. An original "Certificate of Good Standing" from the Michigan Department of Commerce.
4. A check made payable to "Florida Department of State" for \$78.75 for a certificate to be mailed back to our Southfield, MI address, attention William Barnett..

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98 JUN 25 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I trust you will find everything in order and completed as per your instructions. Agnes, your assistance and prompt attention to processing our application is most appreciated. If you have any questions, please call me at (248) 827-1000. Thank you.

dl 6/25/98

Respectfully

William Barnett

William Barnett
Controller.

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned MARK D. GOLDMAN, do hereby certify that this Resolution of the Board of Directors of WASHINGTON MORTGAGE COMPANY, a corporation duly organized and existing under the laws of the State of MICHIGAN, was duly adopted on JUNE 15, 19 98.

Resolved, that WASHINGTON MORTGAGE COMPANY organized and existing in the State of MICHIGAN, hereby adopts the name WASHINGTON FLORIDA MORTGAGE COMPANY for use in Florida.

Dated: 6/23/98

Mark D. Goldman
Signature of at least one director

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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. WASHINGTON 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. MICHIGAN (State or country under the law of which it is incorporated) 3. 38-3311451 (FEI number, if applicable)

4. 7/11/96 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. _____ (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 25505 W. 12 MILE RD., SUITE 4000
SOUTHFIELD, MI 48034
(Current mailing address)

8. MORTGAGE LENDER / BROKER
(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: GT CORPORATION SYSTEMS
c/o GT CORPORATION SYSTEMS
Office Address: 1200 SOUTH PINE ISLAND DR

PLANTATION, Florida, 33324
(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.

Man C. Phillips
(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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TALLAHASSEE, FL

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: MARK D. GOLDMAN

Address: 25505 W. 12 MILE RD SOUTHFIELD, MI 48034

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: STEVEN B. RUZA

Address: 25505 W. 12 MILE RD SOUTHFIELD, MI 48034

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

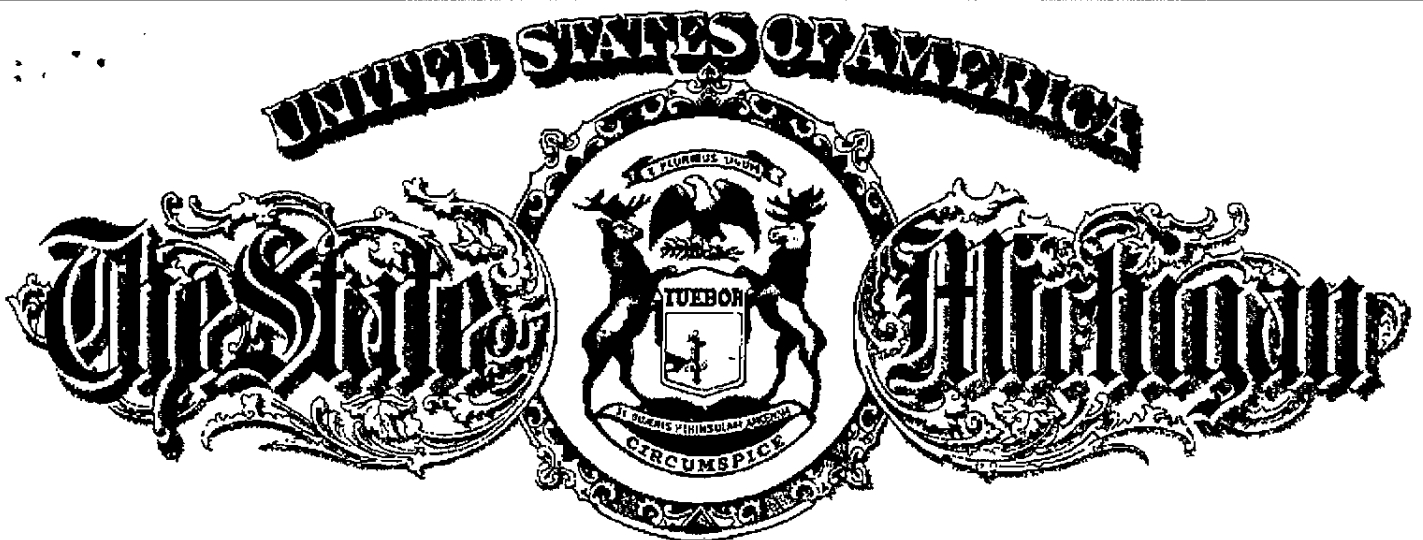
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Steven B. Ruza

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. STEVEN B. RUZA - PRESIDENT

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



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

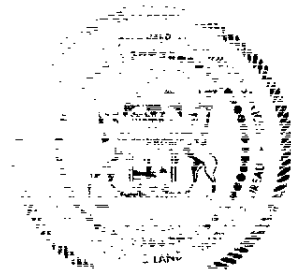
WASHINGTON MORTGAGE COMPANY

was validly incorporated on July 12, 1996, as a Michigan profit corporation and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 23rd day of June, 1998.



Julie Croll

, Director