

F98000004260

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SOUTHEAST MORTGAGE SERVICES INC. d/b/a SOUTHEAST MORTGAGE FINANCIAL SERVICES IN
(Name of corporation - must include suffix)

Dear Sir or Madam:

800002590548-2
-07/16/98--01046--002
*****78.75 *****78.75

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:

W98-16/87

J. MICHAEL POOLE

(Name of Person)

J. MICHAEL POOLE & ASSOCIATES

(Firm/Company)

610 STARKS BUILDING

(Address)

LOUISVILLE, KENTUCKY 40202-2509

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 10:43

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

J. MICHAEL POOLE
(Name of Person)

at (502) 587-0063
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

J. MICHAEL POOLE**†
BRUCE GARRETT ANDERSON
ED MONARCH*
OF COUNSEL:
STEVEN H. LYVERSE

* ALSO ADMITTED IN INDIANA
† ALSO ADMITTED IN FLORIDA

J. MICHAEL POOLE & ASSOCIATES
ATTORNEYS AT LAW
STARKS BUILDING
455 S. 4TH AVE., SUITE 610
LOUISVILLE, KENTUCKY 40202-2509
TELEPHONE: (502) 587-0063
FACSIMILE: (502) 587-0071
e-mail: jmpoole@adept.net
Internet: www.lawpoole.com



July 13, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 10:43

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

Re: Applications of foreign corporations to do business in Florida

Gentlemen:

Enclosed please find applications to qualify to do business in Florida for the following Kentucky corporations:

- (a) Southeast Mortgage Services Inc., d/b/a
Southeast Mortgage Financial Services Inc.;
- (b) Southeast Realty Inc.; and
- (c) USA Title Company.

Also enclosed please find three firm checks in the amount of \$78.75 each to cover the costs of filing these applications and issuing a certificate of status as to each corporation.

If you have any questions, or if we can be of further assistance to you in this regard, please do not hesitate to contact the office.

Very truly yours,

J. Michael Poole

Enclosures

[C:\DOK\SUZANNE\SOUTHEAST REALTY\FLORIDA.FILING\LTR.001]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 16, 1998

J. MICHAEL POOLE
J. MICHAEL POOLE & ASSOCIATES
610 STARKS BLDG.
LOUISVILLE, KY 40202-2509

SUBJECT: SOUTHEAST MORTGAGE SERVICES INC.
Ref. Number: W98000016187

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 10:43

We have received your document for SOUTHEAST MORTGAGE SERVICES INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

If the corporation wishes to adopt SOUTHEAST MORTGAGE FINANCIAL SERVICES INC. as its alternate name, it must file a Resolution by the Board of Directors. Please find a form attached for your convenience.

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: 198A00037886

J. MICHAEL POOLE**†
BRUCE GARRETT ANDERSON
ED MONARCH**
OF COUNSEL:
STEVEN H. LYVERSE

* ALSO ADMITTED IN INDIANA
† ALSO ADMITTED IN FLORIDA

J. MICHAEL POOLE & ASSOCIATES
ATTORNEYS AT LAW
STARKS BUILDING
455 S. 4TH AVE., SUITE 610
LOUISVILLE, KENTUCKY 40202-2509
TELEPHONE: (502) 587-0063
FACSIMILE: (502) 587-0071
e-mail: jmpoole@adept.net
Internet: www.lawpoole.com



July 21, 1998

Jennifer Sindt
Document Examiner
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 10:43

Re: Applications for Certificates of Authority

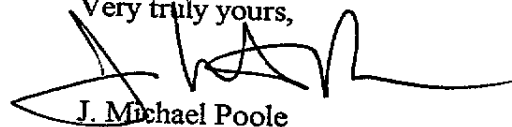
Dear Ms. Sindt:

Enclosed you will find the following:

- (a) As to Southeast Mortgage Services Inc:
 - (1) Your letter Number 198A00037886;
 - (2) Resolution of the Board of Directors adopting the name of Southeast Mortgage Financial Services Inc. as the name of the corporation to be used in Florida;
- (b) As to Southeast Realty Inc:
 - (1) Your letter Number 198A00037892;
 - (2) Resolution of the Board of Directors adopting the name of Southeast Realty Services Inc. as the name of the corporation to be used in Florida; and
- (c) As to USA Title Company:
 - (1) Your letter Number 198A00037884;
 - (2) Resolution of the Board of Directors adopting the name of USA Title Insurance Company as the name of the corporation to be used in Florida.

It is my understanding that these names are available for use. If you have any questions, please do not hesitate to call the office.

Very truly yours,


J. Michael Poole

Enclosures
(C:\DOC\SOUTHEAS\FLASOS.LTR001)

**RESOLUTION OF THE SOLE DIRECTOR
OF
SOUTHEAST MORTGAGE SERVICES INC.**

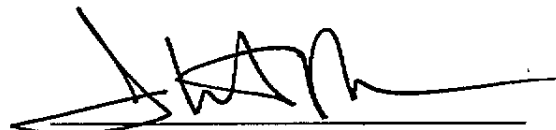
BY WRITTEN CONSENT of the sole director of the corporation, pursuant to the corporation's application for qualification to do business in the State of Florida, THE FOLLOWING RESOLUTION IS HEREBY MADE:

RESOLVED that SOUTHEAST MORTGAGE SERVICES INC. shall adopt the name of SOUTHEAST MORTGAGE FINANCIAL SERVICES INC. for the sole purpose of qualifying to do business within the State of Florida; and

RESOLVED FURTHER that the use of the name SOUTHEAST MORTGAGE FINANCIAL SERVICES INC. shall be limited to business conducted within the State of Florida by SOUTHEAST MORTGAGE SERVICES INC.; and

RESOLVED FURTHER that this Adoption of Name is made solely for the purpose of qualifying to do business within the State of Florida and for no other purpose, and the adoption of the name SOUTHEAST MORTGAGE FINANCIAL SERVICES INC. shall remain in effect within the State of Florida until further action of the shareholders and the Board of Directors.

DATED AND EFFECTIVE this 20th day of January, 1998.



SOLE DIRECTOR and
PRESIDENT/SECRETARY-
TREASURER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 10:43

**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. SOUTHEAST MORTGAGE SERVICES INC. d/b/a SOUTHEAST MORTGAGE FINANCIAL SERVICES 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. KENTUCKY 3. 61-1294436
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1-4-96 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or
"perpetual")

6. NONE YET
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 620 STARKS BUILDING
455 SOUTH FOURTH AVENUE LOUISVILLE, KENTUCKY 40202
(Current mailing address)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 10:43

8. THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS FOR WHICH A CORPORATION MAYBE
INCORPORATED UNDER THE LAWS OF THE KENTUCKY BUSINESS CORPORATION Act, KRS CHAPTER 271B
(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: C T CORPORATION

Office Address: 1200 SOUTH PINE ISLAND ROAD

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.

Susan J. Metze Susan J. Metze
(Registered agent's signature) Assistant Secretary

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: J. MICHAEL POOLE

Address: SUITE 610
455 SOUTH FOURTH AVENUE, LOUISVILLE, KENTUCKY 40202-2509

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: J. MICHAEL POOLE

Address: SUITE 610
455 SOUTH FOURTH AVENUE, Louisville, Kentucky

Vice President: JOHN OUGLEY

Address: 9405 MILLBROOK ROAD, LOUISVILLE, KENTUCKY 40223

Secretary: J. MICHAEL POOLE

Address: SUITE 610
455 SOUTH FOURTH AVENUE, LOUISVILLE, KENTUCKY 40202-2509

Treasurer: J. MICHAEL POOLE

Address: SUITE 610
455 SOUTH FOURTH AVENUE, LOUISVILLE, KENTUCKY 40202-2509

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. _____

J. MICHAEL POOLE

PRESIDENT

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 10:43

VICE PRESIDENTS:

FRANKIE J. STORY
7098 DISTRIBUTION DRIVE SUITE E
LOUISVILLE, KY 40258

STEVE HATFIELD
455 SOUTH FOURTH AVENUE
SUITE 620
LOUISVILLE, KENTUCKY 40202-2509

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 10:43



John Y. Brown III
Secretary of State

Certificate of Existence

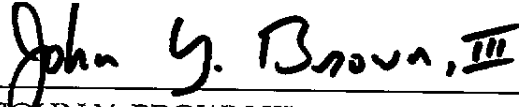
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

SOUTHEAST MORTGAGE SERVICES INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is January 4, 1996 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 2nd day of July, 1998.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 10:43