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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-5111

NAME: POSITIVE MORTGAGE, INC.

AUDIT NUMBER.....H98000017272

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 16, 1998

BLUMBERG/EXCELSIOR

SUBJECT: POSITIVE MORTGAGE, INC.
REF: W98000021151

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

Please list the current mailing address in section 7.

The corporate name will not be available until after 9/26/98, as there is a corporation by the same name that was administratively dissolved last year. You may resubmit the application after that date or adopt an alternate name for use in Florida by resolution of the board of directors.

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) 487-6092.

Hart Collins FAX Aud. #: E98000017272
Senior Corporate Section Administrator Letter Number: 598A00046926

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98000017272

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. POSITIVE MORTGAGE, 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. State of New York
(State or country under the law of which it is incorporated)
3. 13-3849790
(FBI number, if applicable)
4. August 16, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 121 Dana Place
Englewood, NJ 07631
(Current mailing address)
8. Mortgage Banker
(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: Gary Cohen

Office Address: 2201 N.W. Corporate Boulevard
Boca Raton, Florida, 33431
(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.

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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DIVISION OF CORPORATION
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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: Marcia GoldbergAddress: 121 Dana PlaceEnglewood, New Jersey 07631Vice Chairman: N/A

Address: _____

Director: Marcia GoldbergAddress: 121 Dana PlaceEnglewood, New Jersey 07631Director: N/A

Address: _____

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

President: Marcia GoldbergAddress: 121 Dana PlaceEnglewood, New Jersey 07631Vice President: N/A

Address: _____

Secretary: Marcia GoldbergAddress: 121 Dana PlaceEnglewood, New Jersey 07631Treasurer: N/A

Address: _____

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

13. Marcia Goldberg(Signature of ~~Chairman~~ President or other officer listed in number 12 of the application)14. Marcia Goldberg

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

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FAX NO. 8008357137 NO. 240

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**State of New York
Department of State**

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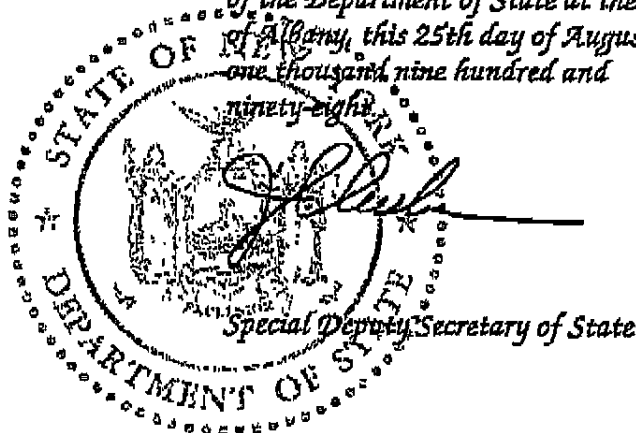
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I hereby certify, that the certificate of incorporation of POSITIVE MORTGAGE, INC. was filed on 08/16/1995, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Biennial Statement was filed 08/08/1997.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 25th day of August
one thousand nine hundred and
ninety-eight.



199808260152 61

BlumbergExcelsior, Inc.
62 White St.
New York, NY 10013
800-221-2972

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