

F98000005962

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Countrywide Investments, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

800002672398--3
-10/26/98--01087--001
*****70.00 *****70.00

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:

Betsy Santen
(Name of Person)
Countrywide Investments, Inc.
(Firm/Company)
312 Walnut Street, 21st Floor
(Address)
Cincinnati, Ohio 45202
(City/State/Zip)

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98 OCT 26 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Betsy Santen at (513) 629-2020
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

10/27/98



Countrywide®

INVESTMENTS, INC.

October 20, 1998

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Countrywide Investments, Inc.

Ladies and Gentlemen:

In order to register the above-referenced corporation as a foreign corporation in Florida I have enclosed a Transmittal Letter, an "Application by Foreign Corporation For Authorization to Transact Business in Florida" a Certificate of Good Standing and a check in the amount of \$70.00.

Please send a letter of acknowledgment to me. Thank you.

Very truly yours,

Betsy Santen

Betsy Santen
Paralegal

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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. Countrywide Investments, 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. Ohio 3. 31-0846576
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5-21-74 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. November 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 312 Walnut Street, 21st Floor, Cincinnati, Ohio 45202

(Current mailing address)

8. Registered broker-dealer
(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)

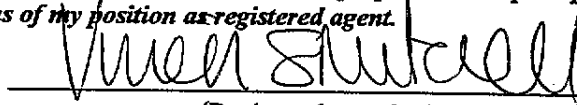
Name: CSC

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

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.


(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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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)Director/
Chairman: Angelo R. Mozilo

Address: 4500 Park Granada, Calabasas, CA 91302

Director/
~~XXXXXX~~ Vice Chairman: Chief Exexutive Officer Robert H. Leshner

Address: 312 Walnut Street, Cincinnati, OH 45202

Director: Andrew S. Bielanski

Address: 4500 Park Granada, Calabasas, CA 91302

Director: Thomas H. Boone

Address: 4500 Park Granada, Calabasas, CA 91302

B. OFFICERS (Street address only - P.O. Box NOT acceptable)Executive Vice President:
President: William E. Hertz

Address: 312 Walnut Street, Cincinnati, OH 45202

Senior
Vice President: Maryellen Peretzky

Address: 312 Walnut Street, Cincinnati, OH 45202

First Vice President/
Secretary: John F. Splain

Address: 312 Walnut Street, Cincinnati, OH 45202

First Vice President/
Treasurer: Robert G. Dorsey

Address: 312 Walnut Street, Cincinnati, OH 45202

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 TALLAHASSEE, FLORIDA

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. John F. Splain First Vice President and Secretary

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

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: Marshall M. Gates

Address: 4500 Park Granada, Calabasas, CA 91302

Director: _____

Address: _____

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

Senior Vice

President: - Investments . Ronald J. Fox

Address: 4500 Park Granada, Calabasas, CA 91302

First

Vice President-Chief Investment Officer-Tax-Free Fixed-Income: John J. Goetz

Address: 312 Walnut Street, Cincinnati, OH 45202

First Vice President-Chief Investment Officer-Equities:

XXXXXXXXX Secretary: Susan F. Flischel

Address: 312 Walnut Street, Cincinnati, OH 45202

First Vice President and Chief Financial Officer:

XXXXXXXXX Treasurer: Terrie A. Wiedenheft

Address: 312 Walnut Street, Cincinnati, OH 45202

First Vice President-Marketing: Sharon L. Karp

312 Walnut Street, Cincinnati, OH 45202

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. _____

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

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TALLAHASSEE, FLORIDA

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE. }

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show COUNTRYWIDE INVESTMENTS, INC., an Ohio corporation, Charter No. 453571, having its principal location in Cincinnati, County of Hamilton, was incorporated on May 21, 1974 and is currently in GOOD STANDING upon the records of this office.

FILED
98 OCT 26 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



WITNESS my hand and official
seal at Columbus, Ohio on
October 14, 1998

Bob Taft

Bob Taft
Secretary of State