

F98000006167
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Roslyn National Mortgage Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

400002671014--1
-10/23/98--01041--001
*****70.00 *****70.00

Eileen Gallagher
(Name of Person)

Roslyn National Mortgage Corp.
(Firm/Company)

350 Motor Parkway
(Address)

Hauppauge, NJ 11788
(City/State/Zip)

W98-24155

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

Eileen Gallagher at (516) 434-4850 x-208
(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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1998

EILEEN GALLAGHER
ROSLYN NATIONAL MORTGAGE CORP.
350 MOTOR PKWY.
HAUPPAUGE, NY 11788

SUBJECT: ROSLYN NATIONAL MORTGAGE CORPORATION
Ref. Number: W98000024155

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We have received your document for ROSLYN NATIONAL MORTGAGE CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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: 298A00052376

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. Roslyn National Mortgage Corporation
(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. New York 3. 11-3261220
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/7/95 5. perpetual
(Date of incorporation) (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 817.155, F.S.)

7. 350 Motor Parkway
Hauppauge, NY 11788
(Current mailing address)

8. mortgage lending
(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)

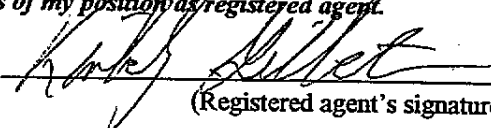
Name: C T Corporation System

Office Address: 660 East Jefferson Street

Tallahassee, Florida, 32301
(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.


(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)

Chairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: see attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Joseph B. [Signature]*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. President and CEO
(Typed or printed name and capacity of person signing application)



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SENIOR OFFICERS & DIRECTORS

<u>NAME & TITLE</u>	<u>S.S. NUMBER</u>	<u>HOME ADDRESS & PHONE NUMBER</u>
Joseph L. Mancino Chairman & Director	SS#060-30-5791	109 Tanners Pond Road Garden City, NY 11530 516/742-1309
Joseph P. Bryant, Jr. President & CEO	SS#412-76-1889	3 Lord Joe's Landing Northport, NY 11768 516/757-7783
S. Benjamin Murolo Executive V.P. & Chief Financial Officer	SS#108-50-2170	45 Prescott Street Garden City, NY 11530 516/747-6429
Richard S. Loeffler Executive Vice President	SS#163-52-8640	12 Manor Road New Town, PA 18940 215/504-8288
Victor C. McCuaig Director	SS#516-26-6791	24 Matinecock Farms Road Glen Cove, NY 11530 516/676-9339
James E. Swiggett Director	SS#062-26-8530	Lloyd Lane, Lloyd Neck Huntington, NY 11743 516/427-0074
Thomas J. Calabrese, Jr. Director	SS#065-34-1429	24 Crane Road Lloyd Harbor Huntington, NY 11743 516/549-3444
Michael P. Puorro Treasurer	SS#128-50-9470	44 Ashford Drive Bohemia, NY 11716 516/589-8207
Mary M. Ehrich Secretary	SS#085-34-4243	5 Maplewood Street Glen Head, NY 11545 516/676-6657

State of New York
Department of State


SS:

I hereby certify, that the certificate of incorporation of ROSLYN NATIONAL MORTGAGE CORPORATION was filed on 04/10/1995, under the name of ROSLYN RESIDENTIAL INC., 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.

A Certificate of Amendment ROSLYN RESIDENTIAL INC., changing name to RESIDENTIAL FIRST, INC., was filed 06/21/1995.

A Certificate of Amendment RESIDENTIAL FIRST, INC., changing name to ROSLYN NATIONAL MORTGAGE CORPORATION, was filed 05/19/1998.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of October
one thousand nine hundred and
ninety-eight.



Special Deputy Secretary of State

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