



THE UNITED STATES
CORPORATION
COMPANY

F98000006229

ACCOUNT NO. : 072100000032

REFERENCE : 026575 4382632

AUTHORIZATION :

Patricia Pizzini

COST LIMIT : \$ 70.00

ORDER DATE : November 9, 1998

ORDER TIME : 9:28 AM

ORDER NO. : 026575-020

CUSTOMER NO: 4382632

900002685489--4

CUSTOMER: Ms. Karen Robb
Associates Corporation Of
250 Carpenter Freeway

Irving, TX 75062

FOREIGN FILINGS

NAME: ENTERRA SETTLEMENT SERVICES,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

RECEIVED
98 NOV 12 AM 9:53
DIVISION OF CORPORATION

FILED
98 NOV 12 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL NOV 1 1998

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. EnTerra Settlement 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. Delaware
(State or country under the law of which it is incorporated)
3. Pending
(FEI number, if applicable)
4. October 28, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Pending qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 250 Carpenter Freeway, Irving, Texas 75062

P. O. Box 660237, Dallas, Texas 75266-0237
(Current mailing address)

8. Real estate settlement services
(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)

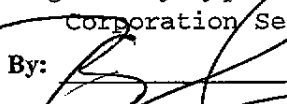
Name: Corporation Service Company

Office Address: 1201 Hays 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.

By: Corporation Service Company
 **BRIAN COURTNEY, ASST. V.P.**
(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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98 NOV 2 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

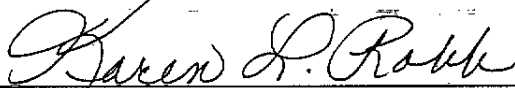
Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
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. Karen L. Robb, Assistant Secretary
(Typed or printed name and capacity of person signing application)

**Attachment to Application for Certificate of Authority
for
EnTerra Settlement Services, Inc.
a Delaware corporation**

DIRECTORS

| Name | Title | Business Address | Residence Address | Social Security Number |
|--------------------|--------------|--|---|-------------------------------|
| Gary A. Armstrong | Director | 250 Carpenter Freeway Irving, Texas 75062 | 13810 Brookgreen Dr. Dallas, TX 75240 | 456-45-4920 |
| Frederic C. Liskow | Director | 250 Carpenter Freeway Irving, Texas 75062 | 3823 Duchess Trail Dallas, Texas 75229 | 434-15-9625 |
| Karen L. Robb | Director | 250 Carpenter Freeway Irving, Texas 75062 | 1307 Aransas Drive Euless, Texas 76039 | 463-78-1131 |

OFFICERS

| Name | Title | Business Address | Residence Address | Social Security No. |
|--------------------|---|--|---|----------------------------|
| Gary A. Armstrong | President | 250 Carpenter Freeway Irving, Texas 75062 | 13810 Brookgreen Dr. Dallas, TX 75240 | 456-45-4920 |
| John F. Hughes | Executive Vice President and Treasurer | 250 Carpenter Freeway Irving, Texas 75062 | 6628 Clearhaven Circle Dallas, Texas 75248 | 257-72-2821 |
| Frederic C. Liskow | Secretary | 250 Carpenter Freeway Irving, Texas 75062 | 3823 Duchess Trail Dallas, Texas 75229 | 434-15-9625 |
| Karen L. Robb | Assistant Secretary | 250 Carpenter Freeway Irving, Texas 75062 | 1307 Aransas Drive Euless, Texas 76039 | 463-78-1131 |

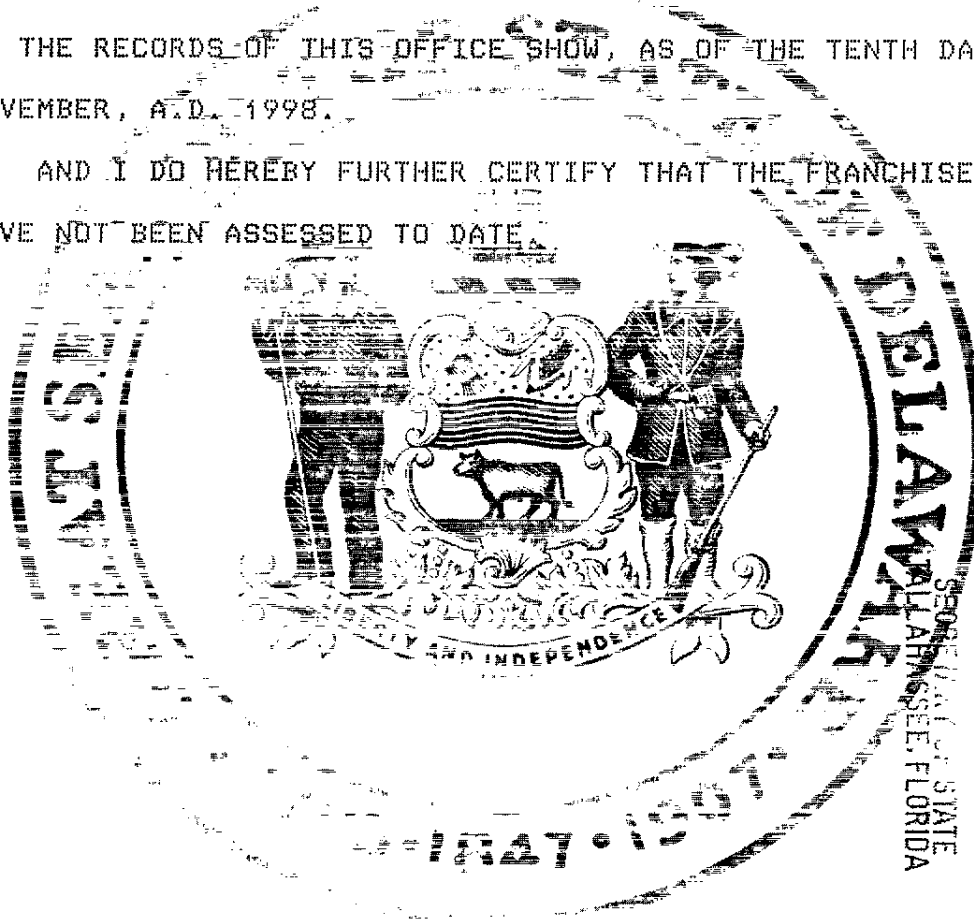
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENTERRA SETTLEMENT SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



98 NOV 12 AM 11:07

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

2960798 8300

981431377

AUTHENTICATION:

9396609

DATE:

11-10-98