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ACCOUNT NO. : 072100000032

REFERENCE : 035687 4656E

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : November 18, 1998

ORDER TIME : 10:27 AM

ORDER NO. : 035687-005

200002690382--1

CUSTOMER NO: 4656E

CUSTOMER: Michele J. Turton, Legal Asst  
Greenberg Traurig Hoffman  
Suite 2050  
111 North Orange Avenue  
Orlando, FL 32801

FOREIGN FILINGS

NAME: IVANHOE FINANCIAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

11/18  
FILED  
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DIVISION OF CORPORATIONS  
98 NOV 18 PM 12:57

RECEIVED  
98 NOV 18 AM 11:24  
DIVISION OF CORPORATION

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. IVANHOE FINANCIAL, 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 3. APPLIED FOR  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. NOVEMBER 12, 1998 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. 507 NORTH NEW YORK AVENUE, 2nd FLOOR  
WINTER PARK, FL 32789  
(Current mailing address)
8. MORTGAGE BROKERING/BANKING  
(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: CORPORATION SERVICE COMPANY
- Office Address: 1201 HAYS STREET,  
TALLAHASSEE, Florida, 32301-2607  
(Zip code)

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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.*

Laura R. Dunlap  
(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.

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: PAUL F. REICH

Address: 507 NORTH NEW YORK AVENUE, 2nd FLOOR  
WINTER PARK, FL 32789

DIRECTOR: RANDOLPH H. FIELDS

Address: SEE ADDRESS ABOVE

Director: STEPHEN F. FOREMAN

Address: SEE ADDRESS ABOVE

Director: ROBERT E. LOVVORN

Address: SEE ADDRESS ABOVE

FOR ADDITIONAL DIRECTORS PLEASE SEE ATTACHED EXHIBIT "A"

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

President: AND CHIEF EXECUTIVE OFFICER - PAUL F. REICH

Address: 507 NORTH NEW YORK AVENUE, 2nd FLOOR  
WINTER PARK, FL 32789

SENIOR Vice President: AND CHIEF FINANCIAL OFFICER - H. HUNTER WYLLY

Address: SEE ADDRESS ABOVE

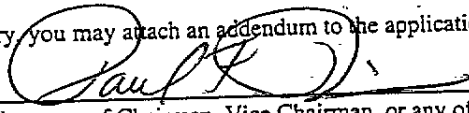
Secretary: RANDOLPH H. FIELDS

Address: SEE ADDRESS ABOVE

SENIOR VICE PRESIDENT OF SECONDARY MARKETING -ELIZABETH CLARKE CAVANNA

Address: SEE ADDRESS ABOVE

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. PAUL F. REICH, DIRECTOR, PRESIDENT AND CHIEF EXECUTIVE OFFICER  
(Typed or printed name and capacity of person signing application)

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EXHIBIT "A"

IVANHOE FINANCIAL, INC.

*Application by Foreign Corporation for Authorization to Transact Business in Florida*

**Additional Directors:**

<u>Name</u>	<u>Address</u>
Robert H. Stein	507 North New York Ave., 2 <sup>nd</sup> Floor Winter Park, FL 32789
Sumner Kramer	507 North New York Ave., 2 <sup>nd</sup> Floor Winter Park, FL 32789

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IVANHOE FINANCIAL, 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 SIXTEENTH DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "IVANHOE FINANCIAL, INC." WAS INCORPORATED ON THE TWELFTH DAY OF NOVEMBER, A.D. 1998.

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

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9407100

DATE: 11-16-98