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November 30, 1998

VIA OVERNIGHT MAIL

Qualification/Tax Liens Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Sterling National Mortgage Company, Inc.

600002700086--2
-12/02/98--01040--002
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed is an Application for Authority on behalf of Sterling National Mortgage Company, Inc., a New York corporation. In addition to the completed application form, enclosed are the following:

1. A Transmittal Letter.
2. A Certificate of Good Standing issued by the New York Department of State.
3. Pursuant to question 12, Exhibit A.
4. A \$70 check for the filing fee.

If you have any questions, please do not hesitate to contact me. Thank you.

Sincerely,


Karen S. Dean

Enclosures

cc: Robin Altman, Marketing Manager

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12/12/98
98 DEC -2 AM 9:30
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. Sterling National Mortgage Company, 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. New York
(State or country under the law of which it is incorporated)
3. 11-333-4993
(FEI number, if applicable)
4. May 16, 1996
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Sterling has not conducted business in Florida to date, but will commence
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.)
conducting business upon approval of its application.
7. 98 Cuttermill Road, Suite 200N, Great Neck, New York 11021

(Current mailing address)

8. Originate first and subordinate residential lien mortgage loans.
(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)**

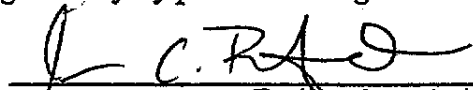
Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

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)
James C. Brincefield III, Vice President

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 EXHIBIT A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED EXHIBIT A

Address: _____

Vice President: _____

Address: _____

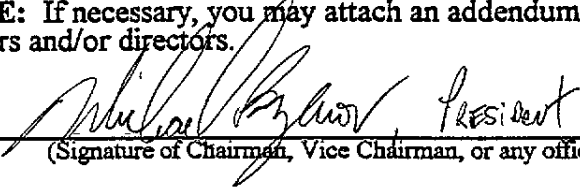
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael Bizenov, President
(Typed or printed name and capacity of person signing application)

Exhibit A

Sterling National Mortgage Company, Inc

Officers

Michael Bizenov	President	98 Cuttermill Road, Suite 200N Great Neck, New York 11021
Jo-Ann Brand	Secretary	98 Cuttermill Road, Suite 200N Great Neck, New York 11021

Directors

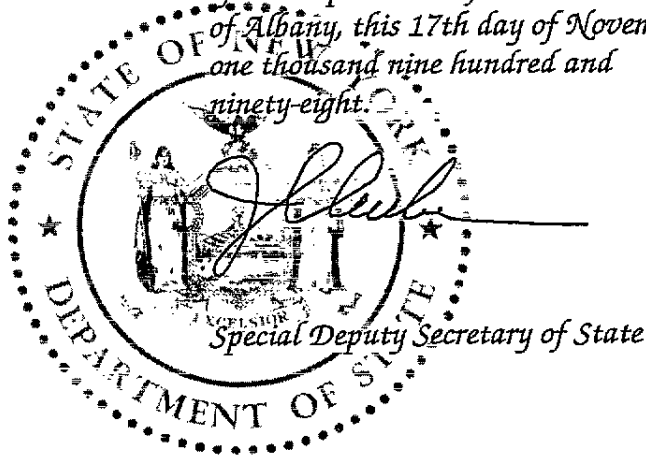
Michael Bizenov	98 Cuttermill Road, Suite 200N Great Neck, New York 11021
John Millman	430 Park Avenue, 4 th Floor New York, New York 10022
Louis Cappelli	430 Park Avenue, 4 th Floor New York, New York 10022
John Aloisio	430 Park Avenue, 4 th Floor New York, New York 10022

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of *STERLING NATIONAL MORTGAGE COMPANY, INC.* was filed on 05/16/1996, under the name of *REFC ACQUISITION CORP.*, 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 *REFC ACQUISITION CORP.*, changing name to *STERLING NATIONAL MORTGAGE COMPANY, INC.*, was filed 07/09/1996.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 17th day of November
one thousand nine hundred and
ninety-eight.*



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