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DIVISION OF CORPORATIONS

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Royal Mortgage Corporation

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DIVISION OF CORPORATION

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 19, 1999

CT CORPORATION SYSTEM
660 E. JEFFERSON ST.
TALLAHASSEE, FL 32301

SUBJECT: ROYAL MORTGAGE CORORATION
Ref. Number: W99000001351

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

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc. Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 399A00002461

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Royal 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. Nevada

(State or country under the law of which it is incorporated)

3. Applied for

(FEI number, if applicable)

4. September 23, 1998

(Date of incorporation)

5. Perpetual

(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. 1000 Ballpark Way, Suite 210, Arlington, Texas 76011

(Current mailing address)

Any lawful activity

8. _____
(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: Michael J. Pilgrim

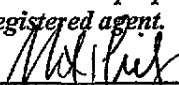
Office Address: 8889 Pelican Bay Blvd., Suite 400

Naples, Florida, 34108

(Zip code)

10. Registered agent 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 obligation of my position as registered agent.


(Registered agent's signature) Michael J. Pilgrim

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)

Chairman: Michael J. Pilgrim

Address: 1000 Ballpark Way, Suite 210, Arlington, Texas 76011

Vice Chairman: Mark J. Teinert

Address: 1000 Ballpark Way, Suite 210, Arlington, Texas 76011

Director: David E. Wentsch

Address: 1000 Ballpark Way, Suite 210, Arlington, Texas 76011

Director: Richard F. Bergner

Address: 1000 Ballpark Way, Suite 210, Arlington, Texas 76011

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

President: Michael J. Pilgrim

Address: 1000 Ballpark Way, Suite 210, Arlington, Texas 76011

Vice President: David E. Wentsch

Address: 1000 Ballpark Way, Suite 210, Arlington, Texas 76011

Secretary: David E. Wentsch

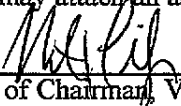
Address: 1000 Ballpark Way, Suite 210, Arlington, Texas 76011

Treasurer: Mark J. Teinert

Address: 1000 Ballpark Way, Suite 210, Arlington, Texas 76011

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

Addendum

1. Director Name: Dr. Raymond Wicki
Address: Marktgass Passage 3, Postfach, 3000 Bern 7, Switzerland

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ROYAL MORTGAGE CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 23, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 13, 1999.



By

Secretary of State

Certification Clerk