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F99000001221



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 4, 2000

ADVANTAGE INVESTORS MORTGAGE CORP.  
13401 SW FREEWAY STE 150  
SUGAR LAND, TX 77478

SUBJECT: ADVANTAGE INVESTORS MORTGAGE CORP.  
Ref. Number: F99000001221

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To Whom It May Concern:

In a recent audit of our records we have determined that the original Application for Authorization to Transact or Conduct Business in the State of Florida for ADVANTAGE INVESTORS MORTGAGE CORP., document number F99000001221, has been misplaced and has not been imaged for the official record.

The purpose of this letter is to ask you to furnish us with a photocopy of the application, so that we can complete our records.

Please send the copy to:

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Lyn Turley-Shoffstall

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (850) 487-6900.

Sincerely,  
Lyn Turley-Shoffstall,  
Management Review Specialist  
Bureau of Commercial Recording

Letter number: 000A00005742

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. Advantage Investors Mortgage Corp.  
(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. Texas 3. 760592026  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-31-98 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. 13401 SW Freeway, Ste. 150  
Sugar Land, TX 77478  
(Current mailing address)

8. Mortgage Lender  
(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)

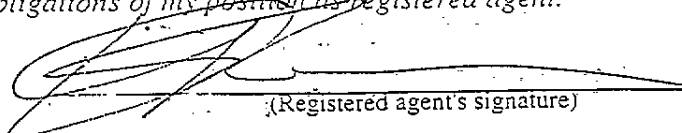
FLORIDA COMPLIANCE SPECIALIST, INC.  
1331 E. LAFAYETTE STREET, STE. F  
TALLAHASSEE, FLORIDA 32301

Office Address: \_\_\_\_\_

\_\_\_\_\_, Florida, \_\_\_\_\_  
(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.

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: David C. Fleig  
Address: 13401 Southwest Freeway, Suite 150 Sugar Land, TX 77478

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: David C. Fleig  
Address: same

Director: J. Patrick Corcelia  
Address: same

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

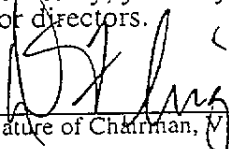
President: David C. Fleig  
Address: same

Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: David C. Fleig  
Address: same

Treasurer: David C. Fleig  
Address: same

**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. David C. Fleig, CEO/Chairman  
(Typed or printed name and capacity of person signing application)

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FILED  
SECRETARY OF STATE  
OFFICE OF THE  
CLERK



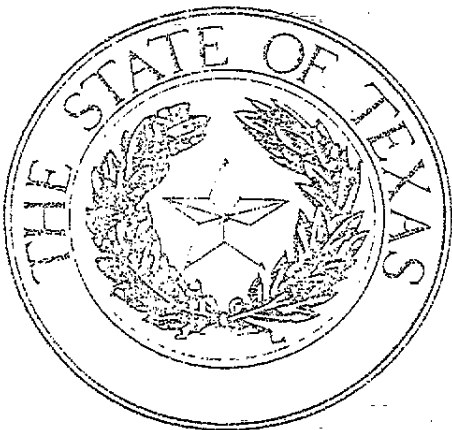
# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED that  
Articles of Incorporation of

ADVANTAGE INVESTORS MORTGAGE CORPORATION  
File No. 01518512-00

were filed in this office and a certificate of incorporation was issued to this corporation,  
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on February 11, 1999.*

  
Elton Bomer  
Secretary of State

MAC

FILED  
In the Office of the  
Secretary of State of Texas

DEC 31 1998

Corporations Section

ARTICLES OF INCORPORATION  
OF  
ADVANTAGE INVESTORS MORTGAGE CORPORATION

I, the undersigned natural person of the age of eighteen (18) years or more,  
acting as incorporator of a corporation under the Texas Business Corporation Act, do  
hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is Advantage Investors Mortgage Corporation.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose or purposes for which the corporation is organized are:

The transaction of any or all lawful business for which corporations may be  
incorporated under the Texas Business Corporation Act.

To do everything necessary, proper, advisable or convenient for the  
accomplishment or furtherance of such purposes, provided the same not be  
prohibited by the laws of the State of Texas.

#### ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is 10,000 with a par value of \$ 1.00 each. Each share of stock shall have identical rights and privileges in every respect.

#### ARTICLE V.

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand and no/100 Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

#### ARTICLE VI.

No stockholder or other person shall have any preemptive right whatsoever.

#### ARTICLE VII.

Cumulative voting is expressly prohibited.

#### ARTICLE VIII.

The post office address of the initial registered office of the corporation is 1221 McKinney Street, Suite 2800, Houston, Texas 77010, and the statutory registered agent of the corporation at such address is Jeff J. Brashier.

#### ARTICLE IX.

The number of directors constituting the initial board of directors is two (2) and the name and address of the persons who are to serve as directors until the first annual meeting of the stockholders, or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
David C. Fleig	4115 Woodbriar Court Sugar Land, Texas 77479
J. Patrick Corsiglia, Jr.	222 Wisconsin Avenue - Suite 15 Lake Forest, Illinois 60045

#### ARTICLE X.

To the full extent permitted by Texas law, no director of the corporation shall be liable to the corporation or its stockholders for monetary damages for an act or omission in such director's capacity as a director of the corporation. The foregoing elimination of liability to the corporation and its stockholders for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a director may be entitled under any other provision of the Articles of Incorporation or Bylaws of the corporation, contract or agreement, vote of stockholders and/or disinterested directors of the corporation, or otherwise.

ARTICLE XI.

The name and address of the incorporator is:

NAME

ADDRESS

Jeff J. Brashier

1221 McKinney Avenue - Suite 2800  
Houston, Texas 77010

IN WITNESS WHEREOF, I have hereunto set my hand this the 31<sup>st</sup> day of  
December, 1998.

Jeff J. Brashier  
Jeff J. Brashier