

FLORIDA COMPLIANCE SPECIALISTS, INC.
 DAVE TAYLOR, PRESIDENT

1331 East Lafayette Street, Suite 3
 Tallahassee, Florida 32301
 Voice: (904) 942-5464 Fax: (904) 942-5111

799000001484

Phone # _____

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Mortgage Bank, Inc. Fed id# 481177292
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 MAR 18 PM 4:27

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

903/18

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

400002801504--4
 -03/11/99--01001--007
 *****78.75 *****78.75
 - w99-5849

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

99 MAR 10 PM 2:49
 DIVISION OF CORPORATION

Examiner's Initials	_____
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 10, 1999

FLORIDA COMPLIANCE SPECIALISTS, INC.

SUBJECT: THE MORTGAGE BANC, INC.
Ref. Number: W99000005849

ATTN: Michael Mays

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We have received your document for THE MORTGAGE BANC, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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.

IF THE ALTERNATE NAME CONTAINS THE WORD BANK YOU WOULD NEED APPROVAL FROM BANKING & FINANCE.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 399A00011405

RECEIVED
99 MAR 16 PM 3:29
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten signature: Jennifer Sindt



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 1999

FLORIDA COMPLIANCE SPECIALISTS, INC.

SUBJECT: THE MORTGAGE BANC, INC.
Ref. Number: W99000005849

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 18 PM 4: 27

The name that you have adopted contains the word "banc", which requires approval from Banking & Finance. The name that you have adopted should contain a corporate suffix, as noted in our previous letter.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 799A00012719

REC
99 MAR 18 PM 3: 50
DIVISION OF CORPORATIONS



ROBERT F. MIAMI
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

March 16, 1999

Mr. Nathan Hall
The Mortgage Banc, Inc.
3101 Broadway, Suite 400
Kansas City, MO 64111

Dear Mr. Hall:

Re: "The Mortgage Banc, Inc. dba The Mortgage Banc of South Florida"

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as a foreign corporation in the state of Florida.

Sincerely,

Art Simon
Director
Division of Banking
101 East Gaines Street
Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 410-9111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Nathan Hall, do hereby certify
(Name)

that this Resolution of the Board of Directors of The Mortgage Banc, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Missouri,

was duly adopted on March 11, 19 99.

Be it resolved, that The Mortgage Banc Inc.
(Corporate Name)

organized and existing in the State of Missouri; hereby adopts the name

The Mortgage Banc of South Florida, Inc. for use in Florida

Dated: 3-11-99

N.C. Hall

Signature of either Chairman, Vice Chairman or any officer

Nathan C. Hall

Type or print name

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DIVISION OF CORPORATIONS
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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. The Mortgage Banc, 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. MISSOURI 3. 481177292
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/95 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. 3101 1/2 Broadway #400
Kansas City, MO 64111
(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)

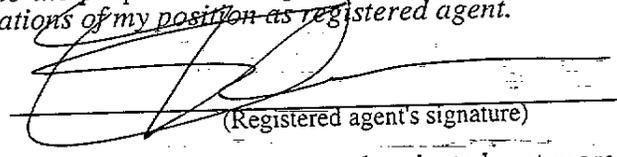
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: FLORIDA COMPLIANCE SPECIALIST, INC.
1331 E. LAFAYETTE STREET, STE. F
 Office Address: TALLAHASSEE, FLORIDA 32301

_____, 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.

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 DIVISION OF CORPORATIONS
 99 MAR 18 PM 4:27

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: L. GREGORY BROWN

Address: 17020 STONEHAVEN DR.
BELTON, MD 21112

C.F.O.

Vice President: JEFFREY A. VOSSSEN

Address: 1647 E. 70th TERRACE
KANSAS CITY, MO 64131

V.P.

Secretary: MICHAEL J. WOLF

Address: 2105 E. 152nd TERRACE
OLATHE, KS 66062

Treasurer: NATHAN C. HALL

Address: 2111 EAST BASELINE RD., SUITE D2
TEMPE, AZ 85283

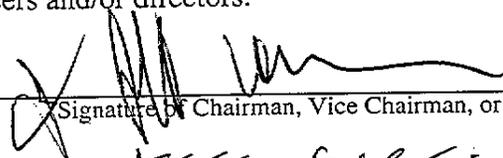
SECRETARY

2408 NE DALE HUNTER
LEES SUMMIT, MO
64086

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DIVISION OF CORPORATIONS

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. JEFF VOSSSEN C.F.O. _____
(Typed or printed name and capacity of person signing application)

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT THE MORTGAGE BANC, INC.

99 MAR 18 PM 4:27

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 9TH DAY OF NOVEMBER, 1995, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 19TH DAY OF FEBRUARY, 1999.

Rebecca McDowell Cook
Secretary of State

