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March 26, 1999

Qualifications/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200002821912-7
-03/29/99-01100-005
*****78.75 *****78.75

Re: Application by a Foreign Corporation for Authorization to Transact Business in Florida - Mortgage Master, Inc., a Massachusetts corporation

Dear Sir or Madame:

F99-1698

Enclosed please find our client's above referenced application along with its corporate resolution adopting the name Mortgage Master, Inc. of MA for use in Florida and a Certificate of Existence issued by the Commonwealth of Massachusetts. A check in the amount of \$78.75 has also been enclosed to cover your filing fee. Upon completing the filing of the application in your usual manner, kindly forward a certified copy of the Certificate of Authority to our attention.

In the event there are any questions, please contact the undersigned directly.

Very truly yours,

BARBIERI & SCRENCI, P.A.



Stephen W. Screnzi
For the Firm

SWS:dd
Enclosures

cc: Don Frost via facsimile at 781-255-0599

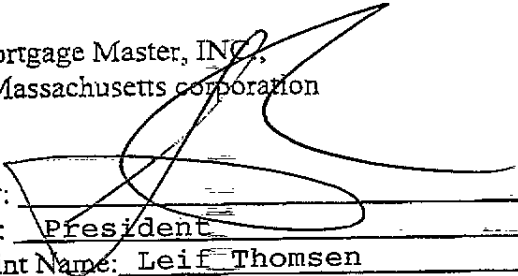
99 MAR 26 AM 10:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

**Resolution of Board of Directors
of
Mortgage Master, Inc.**

I, the undersigned, Leif Thomsen, do hereby certify that this Resolution of the Board of Directors of **Mortgage Master, Inc.**, a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts was duly adopted on March 22, 1999. Be it resolved that, **Mortgage Master, Inc.**, organized and existing in the Commonwealth of Massachusetts, hereby adopts the name Mortgage Master, Inc. of MA for use in Florida.

Dated: March 22, 1999

Mortgage Master, INC.,
a Massachusetts corporation

By: 
Its: President
Print Name: Leif Thomsen

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**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. Mortgage Master, 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. Massachusetts 3. 04-3022619
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/2/88 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. No business has been transacted in Florida to date.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 5 Walpole Street
Norwood, MA 02062
(Current mailing address)

8. Origination of residential mortgages
(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: Stephen W. Screnci
Office Address: 3200 North Military Trail, Suite 200
Boca Raton, Florida, 33431
(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.

Stephen W. Screnci
(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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TALLAHASSEE, FLORIDA

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: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

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

President: Leif Thomsen

Address: 12 Stonemeadow Drive
Westwood, MA 02090

Vice President: Patricia M. Raymo

Address: 8 Old Post Road
North Easton, MA 12356

Secretary: Don Frost

Address: 123 Carpenter Road
Walpole, MA 02081

Treasurer: Ann C. Thomsen

Address: 12 Stonemeadow Drive
Westwood, MA 02090

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. Leif Thomsen, President

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

March 18, 1999

TO WHOM IT MAY CONCERN:

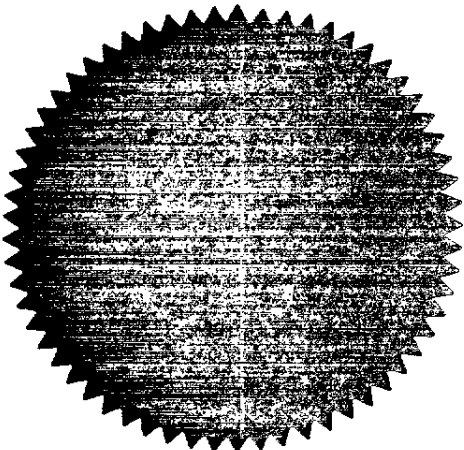
I hereby certify that according to the records of this office

Mortgage Master, Inc.

is a domestic corporation organized on **September 2, 1988**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

