

F990000004920

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Mortgage USA, INC.
(Name of corporation - must include suffix)

200002992512--8
-09/21/99--01056--002
*****78.75 *****78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ronald Lovell

(Name of Person)
Compliance Consulting Corporation of Florida

(Firm/Company)

407 S. Dixie Hwy., Suite 5

(Address)

Lake Worth, FL 33460

(City/State/Zip)

FILED
99 SEP 21 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Ronald Lovell at (561) 586-3645
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

9-24-99

**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 USA, 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. Illinois 3. 36-4101802
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8-16-96 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. 10600 W. 143rd St.
Orland Park, IL 60462
(Current mailing address)
8. Mortgage brokerage
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Compliance Consulting Corporation of Florida
Office Address: 407 S. Dixie Hwy., Suite 5
Lake Worth, Florida, 33460
(Zip code)

FILED
99 SEP 21 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Walter L. Sowell PRESIDENT COMPLIANCE CONSULTING CORPORATION
(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: Richard C. Novak

Address: 10600 W. 143rd Street, Orland Park, IL 60462

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Richard C. Novak

Address: 10600 W. 143rd Street, Orland Park, IL 60462

Vice President: _____

Address: _____

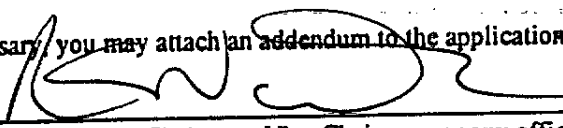
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Richard C. Novak - President
(Typed or printed name and capacity of person signing application)

**SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
MORTGAGE USA, INC.**

The undersigned, the President of Mortgage USA, Inc., an Illinois Corporation, hereinafter referred to as the "Corporation" hereby attest that the following resolution was adopted by the Board of Directors at a special meeting held for that purpose on September 16, 1999.

The resolution was approved by the Directors. The number of votes cast for the resolution were sufficient for approval.

It is hereby determined that is in the best interest of the Corporation to adopt the following resolution:

RESOLVED: that, in the event a decision is made by the Corporation to do business in Florida, the Corporation will do business as

Mortgages in Paradise, Incorporated

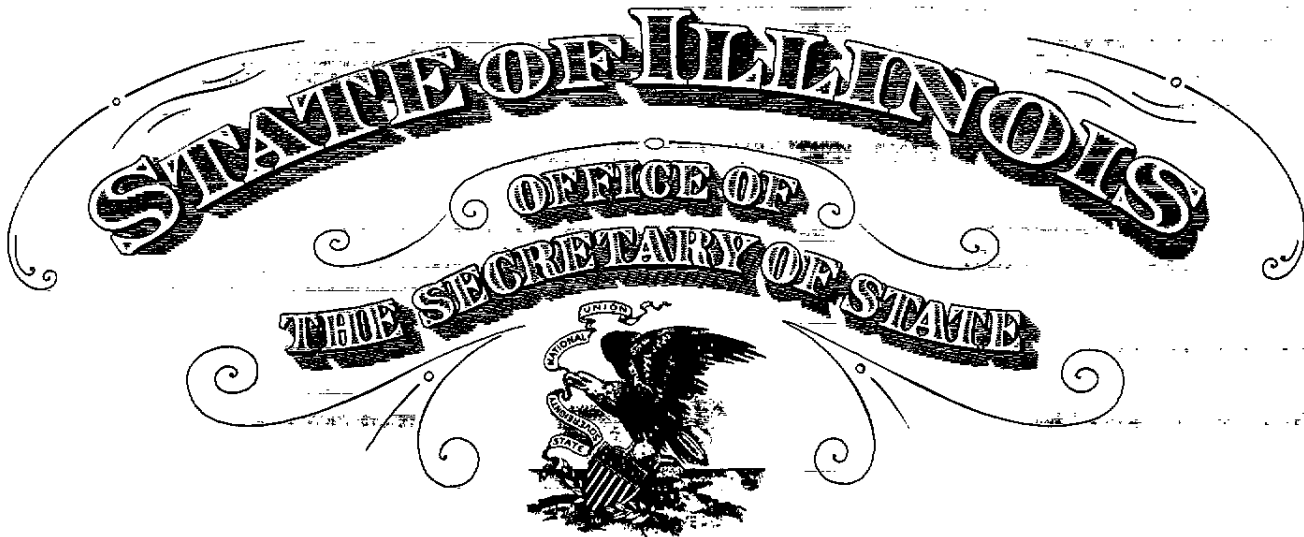
Dated: September 16, 1999



Richard C. Novak, President

FILED
99 SEP 21 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File Number 5900-172-8



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

MORTGAGE USA, INC., A DOMESTIC CORPORATION INCORPORATED UNDER THE LAWS OF THIS STATE AUGUST 16, 1996, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.*****

FILED
99 SEP 21 AM 9:59
TALAHASSEE, FLORIDA
SECRETARY OF STATE

In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 15th *day of* SEPTEMBER *A.D.* 1999.



Jesse White

SECRETARY OF STATE