

F99000005479

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AMERICAN FINANCIAL MORTGAGE CORP.

(Name of corporation - must include suffix)

700002962757--0

-08/18/99-01024-003

***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:

P. STEVEN RESZKA

(Name of Person)

700002962757--0

-10/25/99-01095-004

***3465.00 ***3465.00

AMERICAN FINANCIAL MORTGAGE CORP.

(Firm/Company)

2628 THREE MILE ROAD N.

(Address)

TRAVERSE CITY, MI 49686

(City/State/Zip)

AL

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

ROBERT J. LOOBY

(Name of Person)

at (517) 799-0000

(Area Code & Daytime Telephone Number)

STREET 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

W99-19241

99 OCT 18 PM 2:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 19, 1999

P. STEVEN RESZKA
AMERICAN FINANCIAL MORTGAGE CORP.
2628 THREE MILE ROAD N.
TRAVERSE CITY, MI 49686

SUBJECT: AMERICAN FINANCIAL MORTGAGE CORP.
Ref. Number: W99000019241

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 PM 2:00

We have received your document for AMERICAN FINANCIAL MORTGAGE CORP. 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.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3465.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 699A00041783

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 PM 2:00

AMERICAN FINANCIAL MORTGAGE CORP.

2628 Three Mile Road North
Traverse City, Michigan 49686

telephone (231) 947-4447
facsimile (231) 929-7921

October 8, 1999

Ms. Agnes Lunt, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

99 OCT 18 PM 2:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Re: AFMC of Florida, Inc.
Your Reference No.: W99000019241

Dear Ms. Lunt:

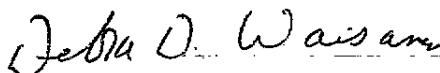
Pursuant to your letter of August 19, 1999, please find enclosed the following:

1. Corporate Resolution of American Financial Mortgage Corp. to adopt name AFMC of Florida, Inc.; and
2. Annual report and penalty fees, \$3,465.00.

You have retained the original Application for Certificate of Authority from the Department of State previously submitted to you, although the name selected on the application, American Financial Mortgage Corp., is unavailable. We have instead elected to adopt the name AFMC of Florida, Inc., if that is available. Accordingly, kindly issue the Certificate of Authority and provide the same to me. Thank you.

If you have any questions, please call me.

Sincerely,



Debra D. Waisanen, Secretary
American Financial Mortgage Corp.

Enclosures (2)
1-100799-afmc
general@floridastate.com

AMERICAN FINANCIAL MORTGAGE CORP.

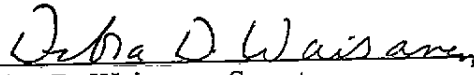
**COMBINED ACTION BY SHAREHOLDERS AND DIRECTORS WITHOUT
A MEETING PURSUANT TO SECTION 407 AND SECTION 525 OF
THE MICHIGAN BUSINESS CORPORATION ACT**

I, the undersigned, being all of the Shareholders and Board of Directors of AMERICAN FINANCIAL MORTGAGE CORP., a Michigan Corporation, hereby take the following actions pursuant to Section 407(2) and Section 525 of the Michigan Business Corporation Act.


RESOLVED, That AMERICAN FINANCIAL MORTGAGE CORP. hereby adopts the name AFMC OF FLORIDA, INC. for use in Florida.

RESOLVED, That all contracts and agreements entered into, documents executed and all of the business transacted by the officers and directors of the Corporation since the last regular meeting of the Board of Directors and Shareholders in connection with the business of the Corporation to date be, and the same hereby are approved, ratified, confirmed and adopted.

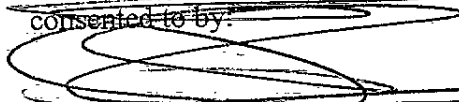
Effective as of October 7, 1999


Debra D. Waisanen, Secretary

Notice of Meeting Waived and all actions
taken by Shareholders approved and
~~consented to by~~


P. Steven Reszka

Notice of Meeting Waived and all actions
taken by Board of Directors approved and
~~consented to by~~


P. Steven Reszka

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 PM 2:00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FT

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. AMERICAN FINANCIAL 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. MICHIGAN 3. 38-3014591
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. OCTOBER 16, 1991 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. SEPTEMBER 1, 1996
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2628 THREE MILE ROAD N.
TRAVERSE CITY, MI 49686
(Current mailing address)

8. HOME MORTGAGE LENDER
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 PM 2:00

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

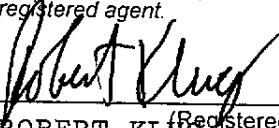
Name: ROBERT KLUG

Office Address: 1471 TIMBERLANE RD. Suite 120-12

TALLAHASSEE, Florida, 32312
(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.


ROBERT KLUG (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: P. STEVEN RESZKAAddress: 4227 SUPPLY ROADTRAVERSE CITY, MI 49684

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: P. STEVEN RESZKAAddress: 4227 SUPPLY ROADTRAVERSE CITY, MI 49684

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

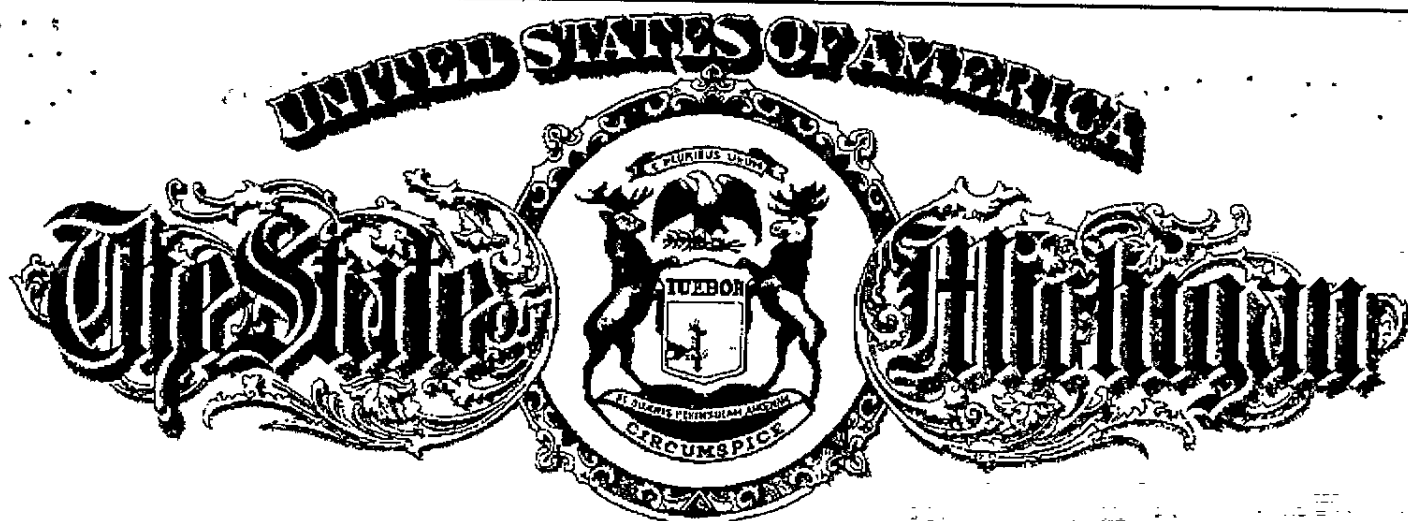
Address: _____

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. P. STEVEN RESZKAPRESIDENT
(Typed or printed name and capacity of person signing application)RECEIVED
DIVISION OF STATE
CORPORATIONS
99 OCT 18 PM 2:00



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

AMERICAN FINANCIAL MORTGAGE CORP.

was validly incorporated on October 16, 1991, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

99 OCT 18 PM 2:00
MICHIGAN STATE
DIVISION OF CORPORATIONS

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 16th day of June, 1999.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau

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