



THE UNITED STATES  
CORPORATION  
COMPANY

# F99000005953

ACCOUNT NO. : 072100000032

REFERENCE : 474695 4305038

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 87.50

ORDER DATE : November 9, 1999

ORDER TIME : 2:58 PM

ORDER NO. : 474695-010

800003041718--4

CUSTOMER NO: 4305038

CUSTOMER: Mary Ann Kramer, Legal Asst  
Kirkpatrick & Lockhart LLP  
75 State Street

Boston, MA 02109

FOREIGN FILINGS

NAME: ALLPRICE HOLDINGS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 10 PM 2:09

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

RECEIVED  
99 NOV 10 PM 3:57  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*BK 11/17/99*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 12, 1999

CHRISTINE LILICH  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: ALLPRICE HOLDINGS, INC.  
Ref. Number: W99000026045

**RESUBMIT**

Please give original  
submission date as file date.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 10 PM 2:09

We have received your document for ALLPRICE HOLDINGS, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

Sorry to return a second time, but we need the DATE OF INCORPORATION IN THE ITEM 4 slot. You would put UPON QUALIFIED in Item 6.

I would correct this myself, but I can't tell what the date of incorporation is from the certificate.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 599A00054632

RECEIVED  
99 NOV 17 AM 9:09  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 12, 1999

CHRISTINE LILlich  
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SUBJECT: ALLPRICE HOLDINGS, INC.  
Ref. Number: W99000026045

**RESUBMIT**

Please give original  
submission date as file date.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 10 PM 2:09

We have received your document for ALLPRICE HOLDINGS, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

In addition to the application, you must submit a CERTIFICATE OF EXISTENCE from Delaware.

ALSO, on the application, please list the DATE OF INCORPORATION, and the DATE FIRST TRANSACTED BUSINESS IN FLORIDA.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 099A00054468

RECEIVED  
99 NOV 12 AM 10:45  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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.

FILED  
DIVISION OF CORPORATIONS  
NOV 11 10  
PM 2:09

1. AllPrice Holdings, 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. Delaware

(State or country under the law of which it is incorporated)

3. applied for

(FEI number, if applicable)

4. November 9, 1999

(Date of incorporation)

5. perpetual

(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. 8100 Nations Way

Jacksonville, FL 32256

(Current mailing address)

8. investment in internet mortgage banking

(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: Patrick McEnerney

Office Address: 8100 Nations Way

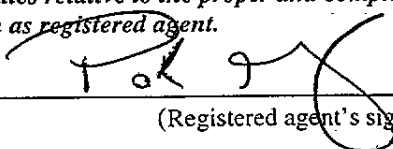
Jacksonville

, Florida, 32256

(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: N/A

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

Vice Chairman: N/A

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

Director: Patrick McEnerney

Address: 8100 Nations Way

Jacksonville, FL 32256

Director: \_\_\_\_\_

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

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

President: Patrick McEnerney

Address: 8100 Nations Way

Jacksonville, FL 32256

Vice President: N/A

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

Secretary: Patrick McEnerney

Address: 8100 Nations Way

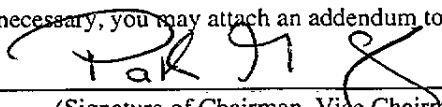
Jacksonville, FL 32256

Treasurer: Patrick McEnerney

Address: 8100 Nations Way

Jacksonville, FL 32256

**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. Patrick McEnerney, President  
(Typed or printed name and capacity of person signing application)

FILED  
STATE OF FLORIDA  
SECRETARY OF STATE  
NOV 10 1 14 PM '09

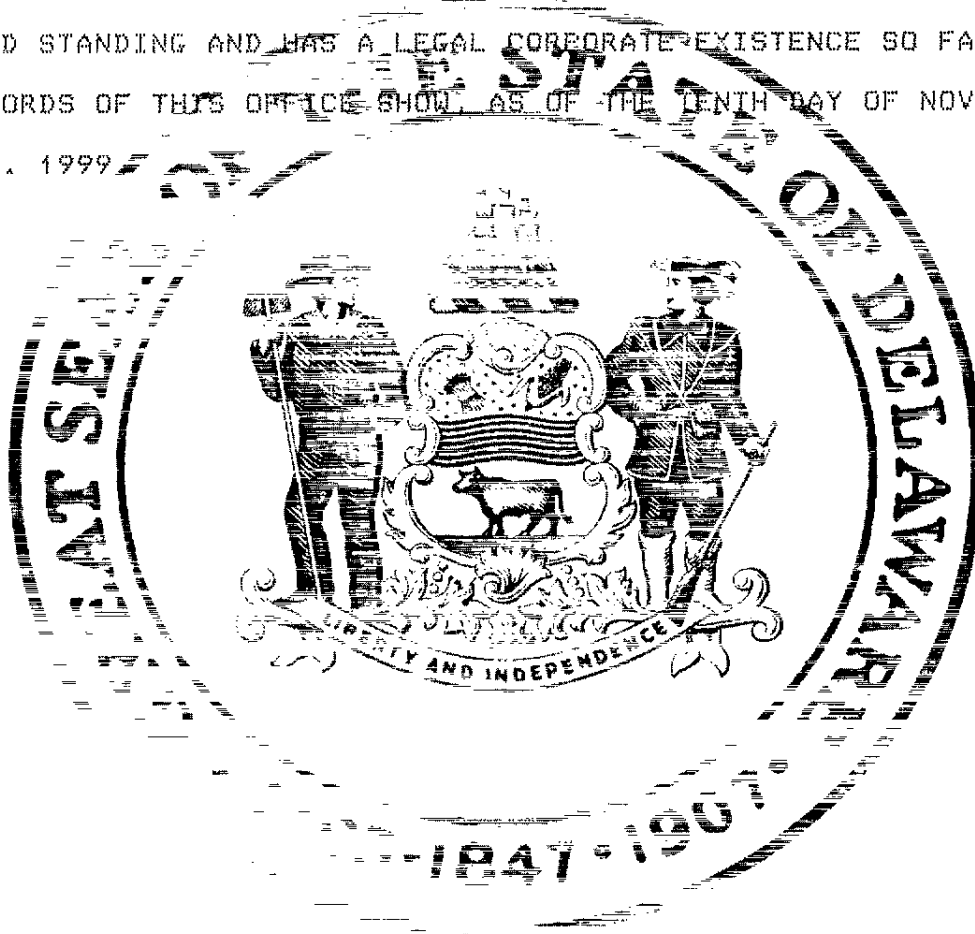
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLPRICE HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF NOVEMBER, A.D. 1999.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 10 PM 2:09



*Edward J. Freel*

Edward J. Freel, Secretary of State

3123260 8300

991476484

AUTHENTICATION:

0073926

DATE:

11-10-99