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ACCOUNT NO. : 072100000032
REFERENCE : 519982 4313315
AUTHORIZATION : *Patricia Pujat*
COST LIMIT : \$ 70.00

ORDER DATE : December 16, 1999

ORDER TIME : 3:24 PM

ORDER NO. : 519982-005

900003077359--3

CUSTOMER NO: 4313315

CUSTOMER: Linda E. Flood, Legal Asst
The Dime Savings Bank Of New
Eab Plaza-east Tower, 10th Fl
Law Department
Uniondale, NY 11556

FOREIGN FILINGS

NAME: DIME BANCORP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

RECEIVED
99 DEC 21 PM 3:58

FILED
99 DEC 21 AM 8:24

TALLAHASSEE, FLORIDA

92

**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. DIME BANCORP, 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. 11-3197414

(FEI number, if applicable)

4. FEBRUARY 23, 1994

(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. 589 FIFTH AVENUE

NEW YORK, NY 10017

(Current mailing address)

8. TO ACT AS A SAVINGS AND LOAN HOLDING COMPANY.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(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.

Corporation Service Company

By: Laura R. Duff

(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)

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99 DEC 21 AM 3:21
TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

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

14. JAMES E. Kelly E.V.P.
(Typed or printed name and capacity of person signing application)

FILED
99 DEC 21 AM 9:21
FARMERS & MERCHANTS

Item 12. A:

DIME BANCORP, INC.

DIRECTORS:

<u>Name</u>	<u>Address</u>
Derrick D. Cephas	Cadwalader, Wickersham & Taft, 100 Maiden Lane, New York, NY 10038
Frederick C. Chen	126 Butternut Hollow Road, Greenwich, CT 06830
J. Barclay Collins, II	Amerada Hess Corp., 1185 Avenue of the Americas, New York, NY 10036
Richard W. Dalrymple	Teamwork Management, Inc., 70 West Oak Lane, White Plains, NY 10604
James T. Fulton	Fulton + Partners, 27 Lincoln Road, Charlestown, RI 02813
Fred B. Koons	North American Mortgage Co., 6200 Courtney Campbell, Tampa, FL 33607
Virginia M. Kopp	Five Reddy Lane, Loudonville, NY 12211
James M. Large, Jr.	Dime Savings Bank, 589 Fifth Avenue, New York, NY 10017
Margaret Osmer-McQuade	Qualitas International, 125 E. 72 nd Street, Apt. 7D, New York, NY 10021
John Morning	John Morning Design, Inc., 333 E. 45 th Street, Apt. 11F, New York, NY 10017
Sally Hernandez-Piñero	The Related Companies, 625 Madison Avenue, New York, NY 10022
Paul A. Qualben, M.D.	246 76 th Street, Brooklyn, NY 11209
Eugene G. Schulz, Jr.	13328 Maplewood Road, Palm City, FL 34990
Howard Smith	Virginia Dare Extract Co., 882 Third Avenue, Brooklyn, NY 11232
Norman R. Smith, Ed.D.	Wagner College, 631 Howard Avenue, Staten Island, NY 10301
Lawrence J. Toal	Dime Savings Bank, 589 Fifth Avenue, New York, NY 10017
Ira T. Wender	Patterson, Belknap, Webb & Tyler, 1133 Ave. of the Americas, New York, NY 10036

FILED
99 DEC 21 AM 8:26
ST. JAMES COUNTY
TALLAHASSEE, FLORIDA

Item 12. B:**DIME BANCORP, INC.****OFFICERS:**

<u>Name</u>	<u>Title</u>	<u>Address</u>
Lawrence J. Toal	Chairman of the Board, Chief Executive Officer, President	589 Fifth Avenue, New York, NY 10017
Gene C. Brooks	Corporate Secretary, Executive Vice President	589 Fifth Avenue, New York, NY 10017
Anthony R. Burriesci	Chief Financial Officer, Executive Vice President	589 Fifth Avenue, New York, NY 10017
D. James Daras	Treasurer, Asset/Liability Executive, Executive Vice President	589 Fifth Avenue, New York, NY 10017
James E. Kelly	General Counsel, Executive Vice President	589 Fifth Avenue, New York, NY 10017
Richard A. Mirro	Chief Executive Officer Mortgage Banking Executive Vice President	589 Fifth Avenue, New York, NY 10017
Carlos R. Munoz	Chief Credit and Risk Management Officer, Executive Vice President	589 Fifth Avenue, New York, NY 10017
Peyton R. Patterson	General Manager-Consumer Financial Services, Executive Vice President	589 Fifth Avenue, New York, NY 10017

FILED

99 DEC 21 AM 8:24

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIME BANCORP, 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 SEVENTEENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DIME BANCORP, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0147805

DATE: 12-17-99