

MO5803

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**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Toronto Dominion Mortgage Company

**DOCUMENT NUMBER:** M05803

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tracie Whitacre  
(Name of Person)

TD Securities  
(Name of Firm/Company)

909 Fannin, Suite 1700  
(Address)

Houston, TX 77010  
(City/State/and Zip Code)

For further information concerning this matter, please call:

Tracie Whitacre at (713) 653-8200  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee     \$43.75 Filing Fee & Certificate of Status     \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)     \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Department of State: Toronto Dominion Mortgage Company (USA), Inc.

SECOND: The document number of the corporation (if known): M05803

THIRD: The date dissolution was authorized: 2/20/04

Effective date of dissolution if applicable: (no more than 90 days after dissolution file)

FOURTH: Adoption of Dissolution (CHECK ONE)

- X Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
Dissolution was approved by of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 28 day of June, 2004.

Signature: CA Clause
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Carole A. Clause
(Typed or printed name of person signing)

President
(Title of person signing)

