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Richard W. Jones

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June 1, 1999

Division of Corporations
Florida Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

100002911581--2

-06/22/99--01007--009

*****293.75 *****293.75

Re: Application for Certificate of Authority - Nations Mortgage
Investments Co., LLC [PBJ&M File No. 1794.27]

Dear Sir/Madam:

m99-954

On behalf of Nations Mortgage Investments Co., LLC, I am enclosing the following:

1. One (1) original and one (1) exact copy of an Application by Foreign Limited Liability Company for Authorization to Transaction Business in Florida;
2. One (1) original and one (1) exact copy of an Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. A Georgia Certificate of Existence;
4. A check in the amount of \$293.75, payable to the order of the Florida Department of State, which amount includes the applicable filing fees and the fee for a Certificate of Status.

Please process this filing in your normal manner. Please call me at the above-noted telephone number if you need additional information.

Thank you for your cooperation.

Sincerely,



Richard W. Jones

FILED
99 JUN 22 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/24

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Nations Mortgage Investments Co., LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. 12/04/95
(Date of Organization)
5. December 30, 2030
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1669 Phoenix Pkwy., Ste. 150
Atlanta, GA 30349
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>W.D. Everitt, Jr</u> <u>1669 Phoenix Pkwy., Ste. 150</u> <u>Atlanta, GA 30349</u>	<u>MGR</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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TALLAHASSEE FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Nations Mortgage
Investments Co., LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000.
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

W.D. Everitt, Jr.

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Nations Mortgage Investments Co., LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Deborah D. Skipper

(Signature)

Deborah D. Skipper, As agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91380321
CONTROL NUMBER : K536087
DATE INC/AUTH/FILED: 12/04/1995
JURISDICTION : GEORGIA
PRINT DATE : 05/18/1999
FORM NUMBER : 211

PERRIE BUKER JONES & MORTON, P.C.
LESLIE KAUFMAN
115 PERIMETER CENTER PL. STE. 170
ATLANTA, GA 30346

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

NATIONS MORTGAGE INVESTMENTS CO., LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Cathy Cox

Cathy Cox
Secretary of State