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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

600002951546--1

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\*\*\*\*285.00 \*\*\*\*285.00

CORPORATION(S) NAME

Access National Mortgage LLC

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- Profit
- NonProfit
- Limited Liability Company
- Foreign
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Thanks, Melanie

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**CONSENT TO USE OF NAME**

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Access National Mortgage, Inc., a corporation organized under the laws of the Commonwealth of Massachusetts and qualified to do business as a foreign corporation in the State of Florida, hereby consents to the use of the name "Access National Mortgage, L.L.C." in the State of Florida.

IN WITNESS WHEREOF, the said Access National Mortgage, Inc. has caused this consent to be executed by its Treasurer and attested to by its Exec. Vice President, this 26th day of February, 1999.

ACCESS NATIONAL MORTGAGE, INC.  
By: [Signature]  
Name: Boss M. Strickland  
Title: Treasurer

Attest: [Signature]  
Name: William T. Bromage  
Title: Exec. Vice President

**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:

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1. ACCESS NATIONAL MORTGAGE, L.L.C.  
 (Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. DELAWARE 3. APPLIED FOR  
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 29, 1998 5. Perpetual  
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. January 4, 1999  
 (Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 260 F FORDHAM ROAD, WILMINGTON, MA 01887  
 (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>See 1 in Addendum</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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 hotocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ACCESS NATIONAL MORTGAGE,  
L.L.C.

2. The name and address of the registered agent and office is:  
C T CORPORATION SYSTEM  
(Name)  
c/o C T CORPORATION, 1200 South Pine Island Road,  
(P.O. Box not acceptable)  
Plantation, Florida 33324  
(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.*

C T CORPORATION SYSTEM

Kevin J. Gallagher  
(Signature)  
Kevin J. Gallagher, Asst. V.P.

January 12, 1999  
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

## Addendum

1. Name: JAMES C. SMITH  
Title: MGR  
c. 260 F FORDHAM RD., WILMINGTON, MA 01887  
  
Name: JOHN V. BRENNAN  
Title: MGR  
c. 260 F FORDHAM RD., WILMINGTON, MA 01887  
  
Name: ROSS M. STRICKLAND  
Title: MGR  
c. 260 F FORDHAM RD., WILMINGTON, MA 01887  
  
Address: JEFFREY M. BROWN  
Title: MGR  
c. 260 F FORDHAM RD., WILMINGTON, MA 01887  
  
Name: BRIAN SCHEETZ  
Title: MGR  
c. 260 F FORDHAM RD., WILMINGTON, MA 01887  
  
Name: SEAN MARSH  
Title: MGR  
c. 260 F FORDHAM RD., WILMINGTON, MA 01887  
  
Name: GREGG SMITH  
Title: MGR  
c. 260 F FORDHAM RD., WILMINGTON, MA 01887


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

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The undersigned member or authorized representative of a member of ACCESS NATIONAL  
MORTGAGE, L.L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 600,834.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 3,500,000.00  
(A description of the property is attached and made a part hereto.)  
and stock from Webster Financial Corporation
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 4,100,834.00  
(This total includes amounts from 2 and 3 above.)



**Signature of a member or 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.)

ROSS M. STRICKLAND, MANAGER

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACCESS NATIONAL MORTGAGE, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JULY, A.D. 1999.

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

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

2985799 8300

AUTHENTICATION:

9845594

991272246

DATE:

07-02-99