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Of Counsel  
Richard E. Rowlands

July 20, 1999

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-07/26/99--01036--017  
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Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

W99-17464

RE: Filing of Foreign LLC - Tidewater Mortgage Company, LLC

Dear Sir or Madame:

Enclosed please find the following for filing:

1. Original Certificate of Existence duly authenticated by New York Secretary of State;
2. Completed application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
3. Certificate of Designation of Registered Agent;
4. Resolution of Managing Members or Managers; and
5. A check in the amount of \$311.25 representing the fee for filing the application and affidavit, designation of registered agent, and certificates of status.

Upon the filing of the above documents, please forward filing receipt to myself at the above address together with the Certificates of Status. If there is anything else that is needed, please contact me. Thank you.

Yours truly,

James A. Fauci

JAF/amd

Enclosures

mtm  
8/10



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 28, 1999

BURKE CASSERLY & GABLE PC  
255 WASHINGTON AVE, EXTENSION  
ALBANY, NY 12205

SUBJECT: TIDEWATER MORTGAGE COMPANY LLC  
Ref. Number: W99000017464

We have received your document for TIDEWATER MORTGAGE COMPANY LLC and your check(s) totaling \$311.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have provided a certificate of incorporation that is not what we require in order to process the filing. You would need to obtain a certificate of existence (good standing) from your Secretary of State.,

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 399A00038506

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FILED  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS

**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. Tidewater Mortgage Company, 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. NY  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. N/A  
(FEI number, if applicable)
4. 6/30/99  
(Date of Organization)
5. 6/30/2299  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Pinewest Plaza, Bldg. 3  
Albany NY  
(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>Thomas Boyle</u>	<u>MGRM</u>	_____	_____
<u>Pinewest Plaza, Bldg. 3</u>		_____	
<u>Albany NY</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 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 Tidewater Mortgage  
Company, 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 \$ 1.00 ;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_ ;  
(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 \$ \_\_\_\_\_  
(This total includes amounts from 2 and 3 above.)

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SECRETARY OF STATE  
DIVISION OF REVENUES  
\$34.25 10 AM 9:20

Thomas Coyle  
**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.)

Thomas Coyle

Typed or printed name of signee

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

**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:

Tidewater Mortgage Company, LLC

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

Thomas Coyle

(Name)

5985 Bloomfield Circle, Apt. D-204

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

Naples,

FL

32114

City/State/Zip

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*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.*

Thomas Coyle  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

**State of New York** } ss:  
**Department of State**

I hereby certify, that TIDEWATER MORTGAGE CO., LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 06/30/1999, and that the limited liability company is subsisting so far as shown by the records of the Department.

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 02nd day of August  
one thousand nine hundred and  
ninety-nine.



Special Deputy Secretary of State

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FILED  
STATE  
DIVISION  
JUL 10 1999