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LONDON

AFFILIATE OFFICES:
DETROIT
RIYADH

July 21, 1999

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*****250.00 *****250.00

Our File No.:
26-140-000

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-08/19/99--01072--007
*****35.00 *****35.00

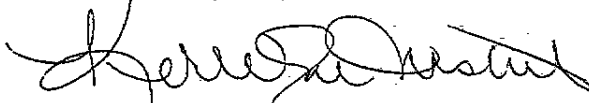
RE: Divaris Mortgage Brokerage, L.L.C.

Dear Sir or Madam:

Enclosed is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida relative to the above company, along with our firm's check in the amount of \$250 for the filing fee. Please see that the company is duly registered and return any acknowledgements of the same to me.

Thank you for your assistance and if you have any questions or require any additional information, please let me know.

Very truly yours,



Kerri Sue Nesbit
Corporate Legal Assistant

W99-17732

/ksn
Enclosures

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 30, 1999

WILLIAMS MULLEN CLARK & DOBBINS
KERRI SUE NESBIT
ONE COLUMBUS CENTER, SUITE 900
VIRGINIA BEACH, VA 23462-6762

SUBJECT: DIVARIS MORTGAGE BROKERAGE, L.L.C.
Ref. Number: W99000017732

We have received your document for DIVARIS MORTGAGE BROKERAGE, L.L.C. and your check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

The total amount due is \$35.00.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 999A00038939

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**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. Divaris Mortgage Brokerage, 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. Virginia 3. 54-1950987
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. June 30, 1999 5. Perpetual
(Date of Organization) (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. 700 One Columbus Center
Virginia Beach, VA 23462
(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>Divaris Consolidated</u> | <u>MGRM</u> | <u></u> | <u></u> |
| <u>Investments, Inc.</u> | | <u></u> | |
| <u>700 One Columbus Center</u> | | <u></u> | |
| <u>Virginia Beach, VA 23462</u> | | <u></u> | |
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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 Divaris Mortgage Brokerage, L.L.C.

_____ 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 \$ 100.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;
(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 \$ 100.00 .
(This total includes amounts from 2 and 3 above.)

A
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.)

Gerald S. Divaris, President of Divaris Consolidated Investments, Inc., the Sole Member

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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**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: Divaris Mortgage Brokerage, L.L.C.

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

CT Corporation System
NAME

1200 South Pine Island Road
Florida street address (P. O. Box **NOT** ACCEPTABLE)

Plantation FL 33324
CITY, STATE AND ZIP

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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.



SIGNATURE

Kevin J. Gallagher, Assistant Vice President

Filing Fee: \$ 35 for Designation of Registered Agent

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

A Virginia Limited Liability Company certificate was filed in this office on June 30, 1999 by
DIVARIS MORTGAGE BROKERAGE, L.L.C..

A certificate of cancellation has not been filed in this office by DIVARIS MORTGAGE
BROKERAGE, L.L.C..

Nothing more is hereby certified.

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*Signed and Sealed at Richmond on this Date:
July 7, 1999*



Joel H. Peck

Joel H. Peck, Clerk of the Commission