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MARCHIONDA & FERRER, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

December 21, 1998

Florida Department of State
Divisions of Corporations
PO Box 6327
Tallahassee, Florida 32314

2-0002720502--6
-12/23/98--01043--009
*****35.00 *****35.00

Re: First Residential Mortgage Services Corp.

The above New Jersey Corporation requests authority to transact business in Florida.

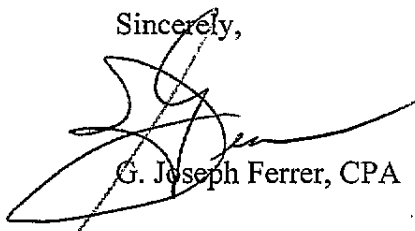
On April 21, 1997, a new Florida Corporation was formed with the name of First Residential Mortgage Corp. by the current owners of the New Jersey corporation. No stock was issued, nor was any activity ever conducted by this Florida corporation. The incorporators would like to dissolve the Florida corporation immediately to avoid any name conflict. The dissolved corporation will not revoke its dissolution and releases the use of its former name to the New Jersey corporation.

In order to complete the above transactions we have enclosed the following executed documents:

1. Application by Foreign Corporation for Authority to Transact Business in Florida (including certificate of existence from NJ Secretary of State) and related fee of \$87.50
2. Articles of Dissolution and related fee of \$35
3. Affidavit by Dissolved Corporation

Your immediate attention to this matter would be greatly appreciated. Please let us know if you have any questions.

Sincerely,


G. Joseph Ferrer, CPA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT BY DISSOLVED CORPORATION

Pursuant to 607.1405, Florida Statutes, this Florida corporation submits the following affidavit:

FIRST: The name of the dissolved corporation is First Residential Mortgage Corp.

SECOND: The filing date of the Articles of Dissolution was December 24, 1998

THIRD: The dissolved corporation will not revoke its dissolution at any time and releases the use of its name to First Residential Mortgage Services Corporation, a New Jersey Corporation requesting authority to transact business in Florida.

Signed this 21 day of December, 19 98

Signature Joseph Torres

Joseph Torres

Incorporator & sole director

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: FIRST RESIDENTIAL MORTGAGE
CORP.

SECOND: The filing date of the articles of incorporation was: APRIL 21, 1997

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

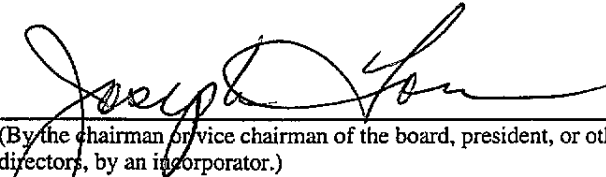
FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 21 day of December, 19 98.

Signature 
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

JOSEPH TORRES

(Typed or printed name)

Incorporator & Sole Director

(Title)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA