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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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CORPORATION(S) NAME

Capital Mortgage Network, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
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Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

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Handwritten initials/signature

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

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1. Capital Mortgage Network, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York
(State or country under the law of which it is incorporated)

3. 16-1433050
(FEI number, if applicable)

4. February 22, 1993
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 3159 South Winton Rd., Suite 204, Rochester, New York 14623

(Current mailing address)

8. See attached purpose clause
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System
Claudia L. Saari
(Registered agent's signature) (Officer)

CLAUDIA L. SAARI - Asst Secy
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Debra A. Gilliatt

Address: 3159 South Winton Rd., Suite 204
Rochester, New York 14623

Director: _____

Address: _____

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B. OFFICERS

President: Debra A. Gilliatt

Address: 3159 South Winton Rd., Suite 204
Rochester, New York 14623

Vice President: _____

Address: _____

Secretary: Debra A. Gilliatt

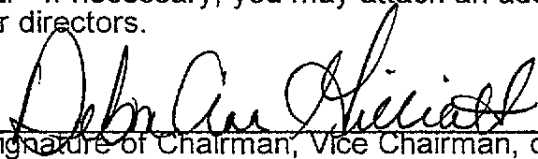
Address: 3159 South Winton Rd., Suite 204
Rochester, New York 14623

Treasurer: Debra A. Gilliatt

Address: 3159 South Winton Rd., Suite 204

Rochester, New York 14623

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Debra A. Gilliatt, President
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Capital Mortgage Network, Inc.**

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- The purposes for which the corporation is to be formed are, to be permitted by law, as follows:
- (a) To conduct any and all business consistent with or associated with the mortgage brokerage business, including dealing in and processing any and all activities associated with the mortgage origination process and the securing of first and second mortgage loans, new construction loans, building loans, vacant land loans and rental agreements for both individuals and businesses.
 - (b) To purchase, receive, take by grant, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
 - (c) To sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, or create a security interest in, all or any of its property or any interest therein, wherever situated.
 - (d) To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental or other activities.
 - (e) To make contracts, give guarantees to the extent permitted by law and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property or any interest therein, wherever situated.
 - (f) To purchase, receive, take or otherwise acquire, own, hold, sell, lend, exchange, transfer or otherwise dispose of, pledge, use and otherwise deal in and with its own shares.
 - (g) In furtherance of its corporate purposes, to be a promoter, partner, member, associate or manager of other business enterprises or ventures or to the extent permitted in any other jurisdiction to be an incorporator of other corporations of any type or kind, to the extent permitted by law.
 - (h) To purchase, receive, secure, apply for or otherwise acquire, own, hold, employ, use and otherwise deal in and with by grant, license or otherwise, any right, interest, invention, improvement or process used in connection with or secured under letters patent or copyright of the United States or of any jurisdiction without the United States.
 - (i) To purchase, receive, take, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in the assets, property, rights and good will of any corporation, firm, association or other entity, engaged in any business which the Corporation is authorized to engage in.
 - (j) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed.
 - (k) The foregoing enumeration of specific purposes and powers shall not be deemed to limit or restrict in any manner the general powers of the Corporation, and the enjoyment and exercise thereof as conferred by the

Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Florida (cont)
laws of the State of New York upon corporations organized under the
provisions of the Business Corporation Law.

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

I hereby certify, that the Certificate of Incorporation of CAPITAL MORTGAGE NETWORK, INC. was filed on 02/22/1993, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 14th day of June
two thousand.*

A handwritten signature in cursive script, appearing to read "J. L. ...", is written over a horizontal line.

Special Deputy Secretary of State

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