

F96 000003/39
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Harbor Financial Mortgage Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

David Scheiderich

(Name of Person)

Harbor Financial Mortgage Corporation

(Firm/Company)

340 N. Sam Houston Parkway E., Suite 100

(Address)

Houston, Texas 77060

(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

David Scheiderich
(Name of Person)

at (713) 931-1771 Ext: 274
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS

**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:*

1. Harbor Financial Mortgage Corporation
(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. Texas
(State or country under the law of which it is incorporated)
3. 76-0071926
(FBI number, if applicable)
4. August 25, 1983
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon approval
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060
(Current mailing address)
8. Mortgage Banking
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

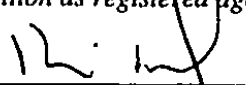
Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System
1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent's 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 obligations of my position as registered agent.


(Registered agent's signature)

Kirk Hood, Assistant Secretary

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.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Leon E. Jordan Vice President/Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

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

A. DIRECTORS

Chairman:

Richard J. Gillen
340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060

Vice Chairman:

Ed A. Smith
1021 Main St., Suite 1000
Houston, TX 77002

Director:

Ronald E. Hames
340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060

Director:

J. Thomas Orr III
340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060

Director:

John C. Wright
340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060

Director:

Bernice J. Gillen
340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060

Director:

Leon E. Jordan
340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060

Director:

Thomas Smith
1021 Main St., Suite 1000
Houston, TX 77002

Director:

Jereann Chaney
1021 Main St., Suite 1000
Houston, TX 77002

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B. OFFICERS

President: Richard J. Gillen
340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060

Sr. Vice President: Ronald E. Hames
340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060

Sr. Vice President: John C. Wright
340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060

Sr. Vice President: J. Thomas Orr III
340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060

Sr. Vice President: Frank L. Gentry
1111 Richmond, Suite 300
Houston, TX 77082

Sr. Vice President: Buddy L. Terrell
8115 Preston Rd., Suite 500
Dallas, TX 75225

Sr. Vice President: R. Daniel Lindley
12120 Sunset Hills Rd., Suite 150
Reston, VA 22090

Sr. Vice President: Richard E. Early
12120 Sunset Hills Rd., Suite 150
Reston, VA 22090

Sr. Vice President: R. Scott Gillen
340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060

First Vice President Deborah M. Beausoleil
340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060

Vice President, Secretary, Treasurer: Leon E. Jordan
340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060

Vice President: Bernice J. Gillen
340 N. Sam Houston Parkway E., Suite 100
Houston, Texas 77060

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The State of Texas

SECRETARY OF STATE

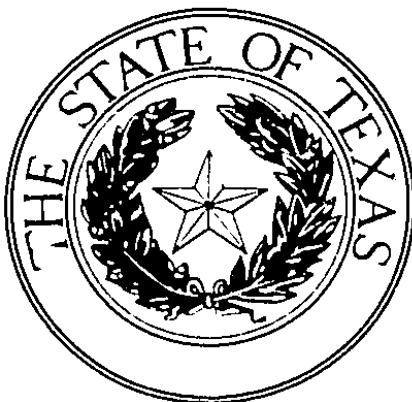
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

HARBOR FINANCIAL MORTGAGE CORPORATION
CHARTER NO. 669087-00

were filed in this office and a certificate of incorporation was issued on
AUGUST 25, 1983;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on May 1, 1996.*

1087.

Antonio O. Garza, Jr.
Secretary of State

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