

F96000006362

825 Thomasville Rd
 Address

TLh FL 32303 224-1020
 City/State/Zip Phone #

700002022587-9
 -12/06/96-01060-021
 *****78.75 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Mortgage Lenders Network ZPSA, INC
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

FILED
 96 DEC -6 PM 1:36
 SECRETARIAT OF STATE
 TALLAHASSEE, FLORIDA

22

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

| NEW FILINGS | |
|-------------------|--|
| Profit | |
| NonProfit | |
| Limited Liability | |
| Domestication | |
| Other | |

| AMENDMENTS | |
|--|--|
| Amendment | |
| Resignation of R.A., Officer/ Director | |
| Change of Registered Agent | |
| Dissolution/Withdrawal | |
| Merger | |

| OTHER FILINGS | |
|------------------|--|
| Annual Report | |
| Fictitious Name | |
| Name Reservation | |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|--|
| Foreign | |
| Limited Partnership | |
| Reinstatement | |
| Trademark | |
| Other | |

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 DIVISION OF CORPORATION

| | |
|---------------------|--|
| Examiner's Initials | |
|---------------------|--|

**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. MORTGAGE LENDERS NETWORK USA, 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. DELAWARE 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/14/96 5. PERPETUAL
(Date of incorporation) (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 617.155, F.S.))

7. MIDDLESEX CORP. CNTR. 213 COURT ST. 11TH FL
MIDDLETOWN, CT 06457
(Current mailing address)

8. MORTGAGE LENDER
(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: EDWIN F. BLANTON, ESQ.

Office Address: 825 THOMASVILLE ROAD

TALLAHASSEE, Florida, 32303
(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)

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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: MITCHELL HEFFERNAN

Address: 95 COVE RD., LYME, CT 06371

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: MITCHELL HEFFERNAN

Address: 95 COVE ROAD

LYME, CT 06371

Vice President: _____

Address: _____

Secretary: MITCHELL HEFFERNAN

Address: 95 COVE ROAD

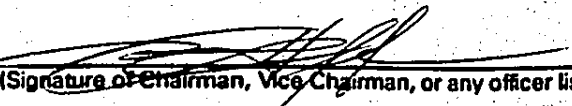
LYME, CT 06371

Treasurer: MITCHELL HEFFERNAN

Address: 95 COVE ROAD

LYME, CT 06371

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. MITCHELL HEFFERNAN PRESIDENT
(Typed or printed name and capacity of person signing application)

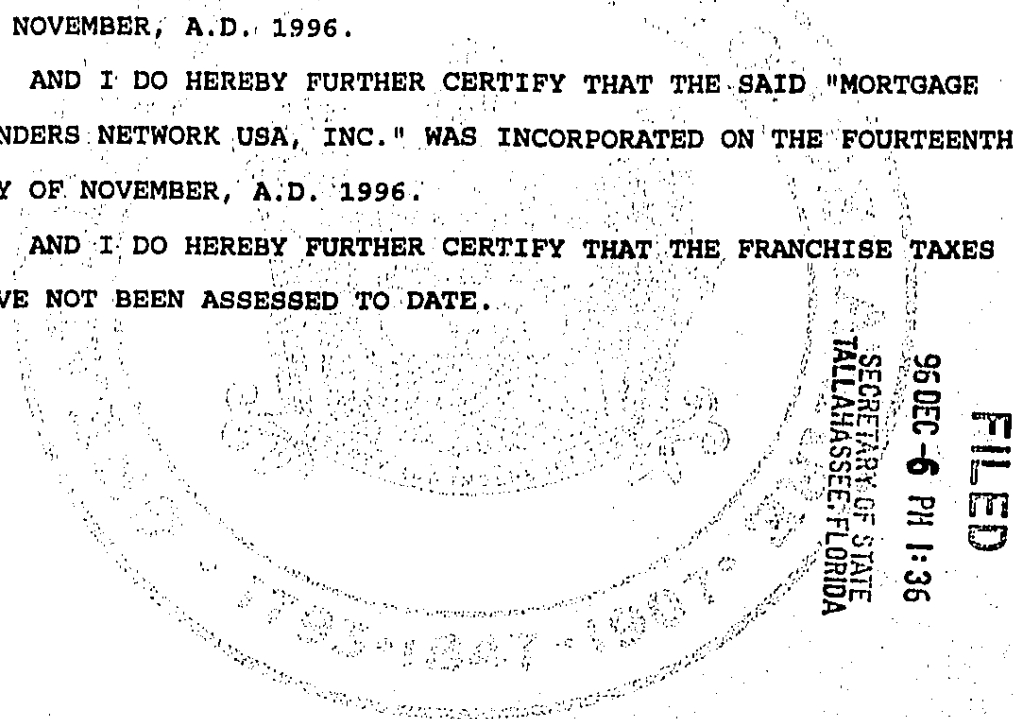
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORTGAGE LENDERS NETWORK USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MORTGAGE LENDERS NETWORK USA, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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960348118

AUTHENTICATION: 8213416

DATE: 11-27-96