

F03000001954

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

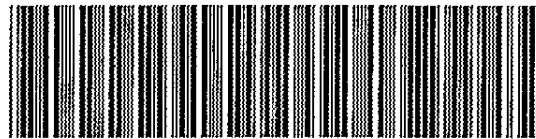
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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Responsibility	
Examiner	* DCC Office Use Only
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Verifier	DCC
Knowledge	DCC
P. Verifier	DCC



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04/17/03--01092--004 *\$78.75

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03 APR 17 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Earth Mortgage, Inc.
(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:

<u>Mark A. Bailey</u> (Name of Person)	03 APR 17 AM 10:20 SECRETARY OF STATE TALLAHASSEE, FLORIDA	FILED
<u>Earth Mortgage</u> (Firm/Company)		
<u>7005 Chase Oaks</u> (Address)		
<u>Plano, TX 75025</u> (City/State and Zip code)		

For further information concerning this matter, please call:

Mark Railey at (972) 422-1515
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Earth Mortgage, 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. Texas 3. 15911100
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 21, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. "Upon Qualification"
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7005 Chase Oaks, Plano, TX 75025
(Principal office address)

7005 Chase Oaks, Plano, TX 75025
(Current mailing address)

8. Originate First Mortgages / Mortgage Company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida 32301
(City) (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.

NRAI Services, Inc.

By: [Signature]
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Mark A. Railey
Address: 7005 Chase Oaks
Plano, TX 75025

Vice Chairman: Frank Cortese
Address: 7005 Chase Oaks
Plano, TX 75025

Director: Mark Railey
Address: 7005 Chase Oaks Blvd.
Plano, TX 75025

Director: Frank Cortese
Address: 7005 Chase Oaks
Plano, TX 75025

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TALLAHASSEE, FLORIDA

B. OFFICERS

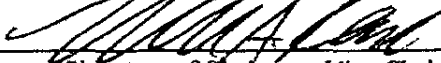
President: Mark Railey
Address: 7005 Chase Oaks
Plano, TX 75025

Vice President: Frank Cortese
Address: 7005 Chase Oaks
Plano, TX 75025

Secretary: Mark Railey
Address: 7005 Chase Oaks, Plano, TX 75025

Treasurer: Frank Cortese
Address: 7005 Chase Oaks, Plano, TX 75025

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. Mark A. Railey, Chairman
(Typed or printed name and capacity of person signing application)

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for EARTH MORTGAGE, INC. (filing number: 159511100), a Domestic Business Corporation, was filed in this office on August 21, 2000.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name
officially and caused to be impressed hereon the Seal of
State at my office in Austin, Texas on April 01, 2003.

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03 APR 17 AM 10:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Beverly Mayfield

FAX(512) 463-5709

TTY7-1-1