

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
DEPT. OF STATE
INTELLIGENCE DIV
2012 FEB -8 AM 10:01

1. The name of the corporation is Meadowbrook Financial Mortgage Bankers Corp.
2. It is incorporated under the laws of New York
3. The name, if different, which it elects to use in Rhode Island is:

BY *a* 164126 10:14

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>Donato Nicolo</u>	<u>2014 Grand Avenue, Baldwin, NY 11510</u>
Vice President	<u>Ira Tannenbaum</u>	<u>2014 Grand Avenue, Baldwin, NY 11510</u>
Treasurer	<u></u>	<u></u>
Secretary	<u></u>	<u></u>

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>200</u>	<u>Common</u>	<u></u>	<u>0.00</u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

10. (a) \$ 0 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

- (b) \$ 0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

- (c) 0 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. {divide (b) by (a) and multiply by 100 to obtain the percentage}

11. (a) \$ 10 million = An estimate of the gross amount of business to be transacted by the corporation during the following year.

- (b) \$ 0 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.

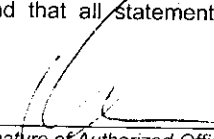
- (c) 0 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. {divide (b) by (a) and multiply by 100 to obtain the percentage}

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 2/7/2012


Signature of Authorized Officer of the Corporation

Donato Nicolo

Type or Print Name of Authorized Officer

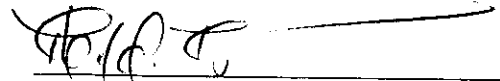
New York State
Department of Financial Services

I, RHOLDA RICKETTS, Deputy Superintendent, Mortgage Banking, Banking Division, New York State Department of Financial Services, DO HEREBY CERTIFY:

THAT, MEADOWBROOK FINANCIAL MORTGAGE BANKERS CORP., is validly existing as a mortgage banker pursuant to the Banking Law of the State of New York and has its principal office and place of business at 2014 Grand Avenue, Suite 201, Baldwin, New York; and

THAT, the license of such corporation has not been revoked or suspended and such corporation is a subsisting mortgage banker under the supervision of this Department.

WITNESS, my hand and official seal of the Department of Financial Services at the City of New York, this 8th day of December in the Year two thousand and eleven.



Deputy Superintendent
Mortgage Banking



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

