

Filing Fee: \$75.00

ID Number: 108638



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State Matthew A. Brown  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**APPLICATION FOR  
AMENDED CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is MORTGAGEIT, INC.
2. It is incorporated under the laws of NE W YORK
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island 10/1/99, authorizing it to transact business in Rhode Island under the name of:  
\_\_\_\_\_
4. The corporate name of the corporation has been changed to \_\_\_\_\_  
*(If no change, so indicate.)*
5. The name, if different, which it elects to use in Rhode Island is:
  - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*  
\_\_\_\_\_
  - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*  
\_\_\_\_\_
6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

*(If no other or additional purposes are proposed, insert "No Change.")*

**FILED**

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7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
SEE ATTACHED RIDER			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 4,000,000.00.

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

(c) 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, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage]

9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 140,000,000.

(b) 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 is \$ 600,000.

(c) 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 is 0.42%. [divide (b) by (a) and multiply by 100 to obtain the percentage]

10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: 12/19/03

MORTGAGEIT, INC.  
 Print Exact Name of Corporation Making Application

By \_\_\_\_\_  
 President or  Vice President (check one)

AND

By \_\_\_\_\_  
 Secretary or  Assistant Secretary (check one)

STATE OF New York  
 COUNTY OF New York

In New York City, on this 19<sup>th</sup> day of December, 2003, before me personally appeared Mark C. Pappas and Doug W. Naidus who, being duly sworn, declared that ~~he~~<sup>they are</sup> is the President and CEO of the above-named entity and that ~~he~~<sup>they</sup> signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Jennifer Princer  
 Notary Public  
 Notary Public - State of New York My Commission Expires: 12/9/06  
 No. 02PR5070142  
 Qualified in New York County

**(RHODE ISLAND) RIDER**

The Amendments been made pursuant to this Certificate of Amendment are as follows:

RESOLVED, that Article 9 and 10 of the Certificate of Authority, and the same hereby is, amended to read as follows:

- (A) In section A of Article 9 and 10 of the Certificate of Authority of the Corporation, the number of authorized shares of Class B Non Voting Common Stock is being increased from 750,000 to 1,000,000.
- (B) In section A of Article 9 and 10 of the Certificate of Authority of the Corporation, the sentence allocating a specific number of shares of Class B Non Voting Common Stock is being deleted and a sentence is being added providing allocation of shares of Class B Non Voting Common Stock to employee benefit plans or otherwise shall be made by the Board of Directors.
- (C) In section A of Article 9 and 10 of the Certificate of Authority of the Corporation, the number of shares designated as Series C Preferred is being increased from 5,000,000 to 6,500,000 by classifying 1,500,000 shares of Preferred Stock as Series C Preferred.
- (D) Section A of Article 9 and 10 of the Certificate of Authority of the Corporation is hereby amended and restated in its entirety to read as follows:

"Class of Stock. The Corporation is authorized to issue three classes of capital stock to be designated respectively "Class A Common Stock," "Class B Non Voting Stock" and "Preferred Stock." The total number of shares of Class A Common Stock (the "Common Stock") the Corporation shall have authority to issue is 24,250,000 with par value of \$.01 per share. The total number of shares of Class B Non Voting Common Stock the Corporation shall have authority to issue is 7,500,000, with a par value of \$.01 per share. Allocations of Class B Non Voting Common Stock shall be made to employee benefit plans or otherwise shall be made by the board of Directors of the Corporation. The total number of shares of Preferred Stock the Corporation shall have authority to issue is 22,000,000, with a par value of \$.01 per share, of which 6,250,000 shares shall be designated as Series A Convertible Preferred stock (the "Series A Preferred"), 7,000,000 shares shall be designated as Series B Convertible Preferred Stock (the "Series B Preferred") and 6,500,000 shares shall be designated as Series C Convertible Preferred Stock (the "Series C Preferred"). The Broad of Directors is expressly authorized to provide the classification and reclassification of 2,250,000 unissued shares of Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders."

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**December 03, 2003**



A handwritten signature in black ink, appearing to be "R. A. S.", is written over the printed name of the Secretary of State.

*Secretary of State*