

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 107941



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 20903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement.

1. The name of the corporation is GuardHill Financial 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:
- (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the work "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:*

4. The date of its incorporation is June 9, 1992 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 450 Park Avenue, Suite 2703, New York, NY 10022

6. The address of its proposed registered office in Rhode Island is 180 South Main Street
(Street)
Providence, Ri 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Caroline M. Gilroy-Brown, Esq.

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Mortgage lending and brokering and related services.

8. The names and respective addresses of the directors and officers are:

Name	Address
Director <u>Alan Rosenbaum</u>	<u>450 Park Avenue, Suite 2703, New York, NY 10022</u>
Director _____	_____
President <u>Alan Rosenbaum</u>	<u>450 Park Avenue, Suite 2703, New York, NY 10022</u>
Vice President _____	_____
Secretary <u>Alan Rosenbaum</u>	<u>450 Park Avenue, Suite 2703, New York, NY 10022</u>
Treasurer <u>Alan Rosenbaum</u>	<u>450 Park Avenue, Suite 2703, New York, NY 10022</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>
200	COMMON		PAR VALUE

10. The aggregate number of its issued shares, 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>
100	COMMON		PAR VALUE

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 400,000.
- (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 0% [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ \$5,000,000 GROSS REVENUE.
- (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 \$ 0.
- (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 2% [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Dated August 16, 1999

GuardHill Financial Corp.
(Exact Corporate Name of Corporation Making Application)

FILED

AUG 19 1999

229275

By [Signature]

President or Vice President (check one)

By [Signature] AND

Secretary or Assistant Secretary (check one)

STATE OF New York
COUNTY OF New York

In New York City, on this 16 day of August, 19 99, personally appeared before me ALAN ROSENBAUM, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

[Signature]
Notary Public
My Commission Expires: December 31, 2001

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CERTIFICATE OF INCORPORATION

OF

New York Mortgage Resources Corp

UNDER SECTION 402 OF THE
BUSINESS CORPORATION LAW

Compared
STATE OF NEW YORK
DEPARTMENT OF STATE
JUN 09 1992

Allen Peingertz, Atty.
535 Madison Avenue
New York, NY 10022
Att: Madeline Wilhelm, Atty.

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