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MP



CORPORATION SERVICE COMPANY"

ACCOUNT NO. : 072100000032

REFERENCE : 067991 4302990

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia Pigato

ORDER DATE : April 24, 2003

ORDER TIME : 10:34 AM

ORDER NO. : 067991-100

CUSTOMER NO: 4302990

CUSTOMER: Mr. Kevin Yonei
Latham & Watkins
Suite 4000
633 West Fifth Street
Los Angeles, CA 90071

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FOREIGN FILINGS

NAME: MBS GP 32, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1156

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. MBS GP 32, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. March 20, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. May 1, 2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1101 Lucas Ave., 6th Fl., St. Louis, MO, 63101
Attn: Hillary B. Zimmerman
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:

Mudco 4, Inc., 1101 Lucas Ave., 6th Fl., St. Louis, MO, 63101

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Real Estate Management

By: MUDCO 4, Inc., as Sole Member

Hillary B. Zimmerman
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Hillary B. Zimmerman, Vice President

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MBS GP 32, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

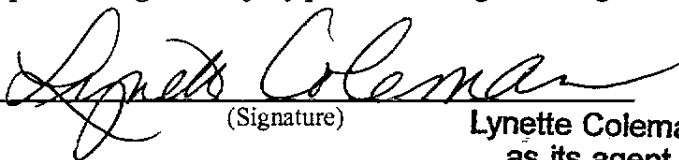
Tallahassee

FL

32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

**Lynette Coleman
as its agent**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

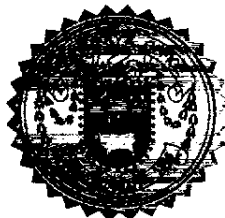
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MBS GP 32, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MBS GP 32, L.L.C." WAS FORMED ON THE TWENTIETH DAY OF MARCH, A.D. 2003.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3638580 8300

AUTHENTICATION: 2383481

030269021

DATE: 04-25-03