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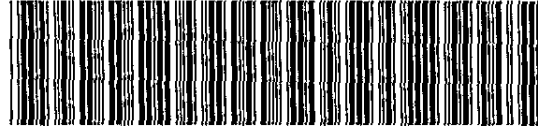
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Office of the Secretary
TALLAHASSEE, FLORIDA

04 APR 26 PM 3:10

FILED

April 2, 2004

Kellner Mortgage Investments, LLC.
5055 W. Park Blvd. #600
Plano, Texas 75093

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

FILED
04 APR 26 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kellner Mortgage Investments, LLC. has attached an application and check to transmit business in Florida.

Thank you,

Kellner Mortgage Investments, LLC.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 14, 2004

KELLNER MORTGAGE INVESTMENTS, LLC
5055 W PARK BLVD #600
PLANO, TX 75093

SUBJECT: KELLNER MORTGAGE INVESTMENTS, LLC
Ref. Number: W04000014354

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for KELLNER MORTGAGE INVESTMENTS, LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3150.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 204A00024499



April 19, 2004

Ms. Marsha Thomas
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
04 APR 26 PM 3:10
TALLAHASSEE, FLORIDA

Dear Ms. Thomas:

This letter is being sent in regards to communication you issued our office, Letter Number 204A00024499.

Your office has issued a penalty fee of \$3,150 based on information that we provided you when filing our forms to qualify Kellner Mortgage Investments LLC as a foreign limited liability company.

To clarify, Kellner Mortgage Investments LLC originally qualified with the Florida Dept. of State in June 2001. In February 2003, we withdrew from the Florida Dept of State as we had stopped conducting business in the state. As we made the decision to recently renew operations in Florida, we have subsequently reapplied as a foreign limited liability company in your state.

Please note, that while we did answer question #6 correctly (we began operating in the state in June 2001), at no time has Kellner Mortgage Investments LLC operated in the state of Florida since the registration was withdrawn last year.

Since all annual report filings were made correctly and timely with the state of Florida, I'm respectfully requesting that your office waive the penalty fees of \$3,150. If you need to reach me directly, you can at (972) 265-8206. Thank you for your time and consideration.

Sincerely,

A handwritten signature in black ink, appearing to read 'Richard Bitner', is written over a horizontal line.

Richard Bitner
President

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

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

1. Kellner Mortgage Investments LLC
(Name of foreign limited liability company)

2. TX
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 75-2895930
(FEI number, if applicable)

4. 9-1-00
(Date of Organization)

5. 30 years
(Duration: Year limited liability company will cease to exist or "perpetual")

6. 6-20-2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 5055 Park Blvd. Ste 600
Plano, TX 75093
(Street address of principal office)

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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:
Richard Bitner, Ken Orman, Mike Elliott - business addresses
are as follows:
5055 Park Blvd. #600
Plano, TX 75093

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in 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: ~~Financial~~ mortgage lending

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.)
Richard Bitner
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:

Kellner Mortgage Investments LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

Plantation

FL 33324

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..

C T Corporation System

Maria Ozaeta
Assistant Secretary

Maria Ozaeta
(Signature)

\$ 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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



Geoffrey S. Connor
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 Organization for KELLNER MORTGAGE INVESTMENTS LLC (filing number: 707345322), a Domestic Limited Liability Company (LLC), was filed in this office on August 16, 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 March 31, 2004.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State