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Division of Corporations

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Florida Department of State
Division of Corporations
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FOREIGN LIMITED LIABILITY COMPANY

Avelo Mortgage, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
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6/1/2005

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

IN COMPLIANCE WITH SECTION 608.508, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Avelo Mortgage, L.L.C.
(Name of Foreign Limited Liability Company)

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

3. 20-2657082
(FEI number, if applicable)

4. 04/08/2005
(Date of Organization)

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

6. Upon Qualification
(Data first transacted business in Florida, if prior to registration, (See sections 608.501 & 608.502 F.S. to determine penalty liability))

7. Avelo Mortgage, L.L.C., 600 E. Las Colinas Blvd., Suite 620, Irving, TX 75039
(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:

Ron K. Barger, c/o Archon Group, 600 E. Las Colinas Blvd. Ste. 400, Irving, TX 75039

Janet Bell, 85 Broad Street, New York, NY 10004

William Glasgow, 600 E. Las Colinas Blvd. Suite 620, Irving, TX 75039

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.)

SEE ATTACHMENT

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

"Mortgage Servicing"

William Glasgow, Jr.

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.)

William Glasgow Jr.
Typed or printed name of signer

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Attachment

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Attachment to Florida
Member / Manager Information

- | | | |
|----|--|--|
| 1. | Full Name:
Member/Manager:
Business Address:

City:
State:
ZIP Code: | J. Weston Moffett
Manager
c/o Archon Group, 600 E. Las Colinas Blvd., Ste 400
Irving
TX
75039 |
| 2. | Full Name:
Member/Manager:
Business Address:
City:
State:
ZIP Code: | Jonathan S. Sobel
Manager
85 Broad Street
New York
NY
10004 |
| 3. | Full Name:
Member/Manager:
Business Address:
City:
State:
ZIP Code: | James L. Lozier, Jr.
Manager
Archon Group, 600 E. Las Colinas Blvd. Ste 400
Irving
TX
75039 |
| 4. | Full Name:
Member/Manager:
Business Address:
City:
State:
ZIP Code: | Daniel L. Sparks
Manager
85 Broad Street
New York
NY
10004 |

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ALLAHASSEE, FLORIDA

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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:

Avelo Mortgage, L.L.C.

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

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation

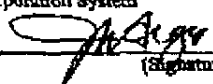
FL 33324

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, Florida Statutes.

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By: _____



(Signature)

**Judith B. Argao
Asst. Secretary & V. President**

- \$ 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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 COUNTY OF PALM BEACH
 FLORIDA

Delaware

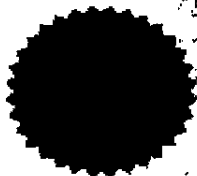
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AVELO MORTGAGE, 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 SEVENTEENTH DAY OF MAY, A.D. 2005.

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

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ALLAN ROSENTHAL



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3886287
DATE: 05-17-05