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FOREIGN LIMITED LIABILITY COMPANY

Bayview Portfolio Services, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 29, 1999

PETER J. SHEPTAK, ESQ.
EDWARDS & ANGELL, LLP
250 ROYAL PALM WAY, #300
PALM BEACH, FL 33480

SUBJECT: BAYVIEW PORTFOLIO SERVICES, LLC
REF: W99000002228

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The certificate you sent up was for Exigent International, Inc. We must have a certificate for Bayview Portfolio Services, LLC.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #:
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Division of Corporations - P.O. BOX 6927 - Tallahassee, Florida 32314

Peter J. Sheptak, Esq.
Edwards & Angell, LLP
250 Royal Palm Way, #300
Palm Beach, FL 33480
Florida Bar #126853

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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. Bayview Portfolio Services, LLC
(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. 1/1/99
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2665 South Bayshore Drive #301
Miami, FL 33133
(Street address of principal office)

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8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
David Ertel 2665 South Bayshore Drive #301 Miami, FL 33133	Mgr.	_____	_____
Nancy Hector 2665 South Bayshore Drive #301 Miami, FL 33133	Mgr.	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Peter J. Sheptak, Esq.
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250 Royal Palm Way, #300
Palm Beach, FL 33480
Florida Bar #126853

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Bayview Portfolio Services, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 100,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 100,000.00.
(This total includes amounts from 2 and 3 above.)

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Bayview Financial Trading Group, L.P.
By: Bayview Financial Management Corp., its General Partner

By: Michael P. Sorenson, Secretary
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Michael P. Sorenson, Secretary
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

Peter J. Sheptak, Esq.
Edwards & Angell, LLP
250 Royal Palm Way, #300
Palm Beach, FL 33480
Florida Bar #126853

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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:

Bayview Portfolio Services, LLC

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

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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.

By:

Michael P. Brennan
(Signature) *Secretary*

Filing Fee: \$ 35 for Designation of Registered Agent

Peter J. Sheptak, Esq.
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY 'BAYVIEW PORTFOLIO SERVICES, LLC' 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 FOURTH DAY OF JANUARY, A.D. 1999.
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel
Edward J. Freel, Secretary of State

Peter J. Sheptak, Esq.
Edwards & Angell, LLP
250 Royal Palm Way, #300
Palm Beach, FL 33480
Florida Bar #126853

AUTHENTICATION:

DATE:

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