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FOREIGN LIMITED PARTNERSHIP

RESIDENTIAL CAPITAL, L.P.

Certificate of Status	0
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Page Count	04
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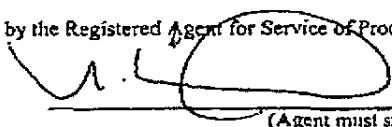
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TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Residential Capital, L.P.
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")
3. California 4. 6/5/2002
(State of Formation) (Date of Formation)
5. NRAI Services, Inc.
(Name of Registered Agent for Service of Process)
6. 2731 Executive Park Drive, Suite 4
(Street Address of Registered Office)
- Weston, Florida 33331
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:

(Agent must sign on this line) Michael Mirrone, Asst. Secretary
8. 4870 Viewridge Ave., #100, San Diego, CA 92123
(Address of registered office required in state of formation or, if not required, address of principal office.)
- | 9. NAMES OF GENERAL PARTNERS | STREET ADDRESS |
|---------------------------------|---|
| <u>Scott Jacob Realty Corp.</u> | <u>4870 Viewridge Ave., #100, San Diego, CA 92123</u> |
| <u>F05-4304</u> | |
| | |
10. 4870 Viewridge Ave., #100, San Diego, CA 92123
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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12. 4870 Viewridge Ave., #100, San Diego, CA 92123

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 28 day of June, 2005

General Partner Martin Goodman--President, Scott Jacob Realty Corp.
as General Partner for Residential Capital, L.P.

STATE OF California

COUNTY OF San Diego

On this 28th day of June, 2005

Martin Goodman--President, Scott Jacob Realty Corp. personally appeared before me,
as General Partner for Residential Capital, L.P.

☒ who is personally known to me

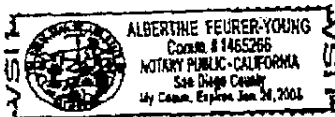
☐ whose identity I proved on the basis of _____

(Notary Public Signature)

Albertine Feurer-Young
(Notary's Printed Name)

Seal

My Commission Expires: 1-26-08



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

Martin Goodman—President, Scott Jacob Realty Corp.
as General Partner for Residential Capital, L.P.
BEFORE ME the undersigned personally appeared _____
a general partner of Residential Capital, L.P., a (an) California
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 2,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 28 day of June, 2005

General Partner
Martin Goodman—President, Scott Jacob Realty Corp.
as General Partner for Residential Capital, L.P.

STATE OF California

COUNTY OF San Diego

On this 28th day of June, 2005

Martin Goodman—President, Scott Jacob Realty Corp.
as General Partner for Residential Capital, L.P., personally appeared before me,

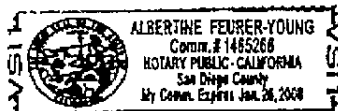
- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____

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(Notary Public Signature)
Albertine Feurer-Young
(Notary's Printed Name)

Seal

My Commission Expires: 1-26-08



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State of California
Secretary of State

CERTIFICATE OF GOOD STANDING
CALIFORNIA LIMITED PARTNERSHIP

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **5th day of June, 2002**, **RESIDENTIAL CAPITAL, L.P.**, became recognized under the laws of the State of California by filing its certificate of Limited Partnership in this office; and

That according to the records of this office, the said limited partnership is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this limited partnership.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of July 19, 2005.



BRUCE McPHERSON
Secretary of State

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