

FO1000004112

Florida Department of State
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GMAC COMMERCIAL HOLDING CAPITAL CORP.

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TALLAHASSEE, FLORIDA

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May 22, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GMAC COMMERCIAL HOLDING CAPITAL CORP.

1801 CALIFORNIA STREET, SUITE 3700

DENVER, CO 80202

SUBJECT: GMAC COMMERCIAL HOLDING CAPITAL CORP.

REF: F01000004112

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06 MAY 22 AM 8:00

DIVISION OF CORPORATIONS

P.O BOX 6327 - Tallahassee, Florida 32314

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F01000004112

(Document number of corporation (if known))

1. GMAC COMMERCIAL HOLDING CAPITAL CORP.

(Name of corporation as it appears on the records of the Department of State)

2. Colorado

(Incorporated under laws of)

3. 08/03/2001

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 07/29/2002

5. Capmark Capital Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Samantha Jones
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Samantha Jones

(Typed or printed name of person signing)

Attorney in fact
(Title of person signing)

FILED
06 MAY 19 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, GINETTE DENNIS, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE, ARTICLES OF AMENDMENT WERE FILED ON MAY 2,
2006, WITH AN EFFECTIVE DATE AND TIME OF MAY 15, 2006, AT
12:01 AM, CHANGING THE CORPORATE NAME OF

GMAC COMMERCIAL HOLDING CAPITAL CORP.
(COLORADO CORPORATION)

TO

CAPMARK CAPITAL INC.

Dated: May 15, 2006

SECRETARY OF STATE

LIMITED POWER OF ATTORNEY


NOTICE IS HEREBY GIVEN THAT GMAC Commercial Holding Capital Corp. ("Corporation"), a corporation incorporated under the laws of Colorado, does hereby appoint Rebecca Brooks and Samantha Jones as attorney-in-fact for the Corporation, to act for the Corporation and in the Corporation's name for the limited purposes authorized herein.

The Corporation, having taken all necessary steps to authorize its name change, hereby grants its attorney-in-fact the power to execute documents necessary to file foreign name change amendment of similar import, in any state, county, circuit court or local jurisdiction.

This Power of Attorney expires when revoked by the Corporation.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 26th day of April, 2006.

**GMAC COMMERCIAL HOLDING
CAPITAL CORP.**



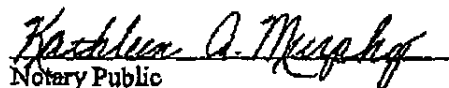
Gregory J. McManus
Executive Vice President

Commonwealth of Pennsylvania:

County of Montgomery:

On April 26, 2006, before me, the undersigned, a Notary Public in and for said Commonwealth, personally appeared Gregory J. McManus, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me she executed the same in her authorized capacity, and that by her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed this instrument.

Witness my hand and official seal.


Notary Public