

CT CORPORATION

F02000001277

CORPORATION(S) NAME

ARCap Special Servicing, Inc.

FILED
02 MAR 13 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Walk In		<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 MAR 13 AM 11:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

3/13/02

Order#: 5167264

kf

Ref#:

000005099520--8

-03/13/02--01043--008

Amount: \$ *****70.00 *****70.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA*

1. ARCap Special Servicing, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 74-3026399

(FEI number, if applicable)

4. 01/30/2002

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qual

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5605 N. MacArthur Blvd., Suite 950., Irving, TX 75038

(Principal office address)

same

(Current mailing address)

8. MORTGAGE SERVICING

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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: Tammy Tofteroo

C T Corporation System

(Registered agent's signature)

**TAMMY TOFTEROO
VICE PRESIDENT**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Paul R. Camp
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul R. Camp Secy
(Typed or printed name and capacity of person signing application)

ARCap Special Servicing, Inc.

EIN #: 74-3026399

List of Officers and Directors

February 27, 2002

02 MAR 13 PM 1:26

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDASCHEDULE A

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>	<u>Business Address</u>
Richard Ader	Director	820 Park Avenue, 4 th Floor New York, NY 10021	US Realty Advisors, Inc. 1370 Avenue of the Americas 29 th Floor New York, NY 10019
J. Daniel Adkinson	Director	181 Margemere Drive Fairfield, CT 06430	JP Morgan Investment Manage 522 Fifth Avenue, 9 th Floor New York, NY 10036
Stuart Boesky	Director	400 East 84 th Street New York, NY 10028	American Mortgage Acceptance Co. 625 Madison Avenue New York, NY 10022-1801
Paul Campo	Secretary and Treasurer	1138 Hidden Ridge Drive No. 2208 Irving, TX 75038	ARCap REIT, Inc. 5605 N. MacArthur Boulevard Suite 950 Irving, TX 75038
Leonard W. Cotton	Chairman, Director	37 Lambert Road New Canaan, CT 06840	ARCap REIT, Inc. 37 Lambert Road New Canaan, CT 06840
James L. Duggins	President, Director	3512 Brentwood Drive Bedford, TX 76021	ARCap REIT, Inc. 5605 N. MacArthur Boulevard Suite 950 Irving, TX 75038

16718.000296660.

ARCap Special Servicing, Inc.

EIN #: 74-3026399

List of Officers and Directors

February 27, 2002

Page 2

FILED

02 MAR 13 PM 1:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>	<u>Business Address</u>
Eugene Golub	Director	57 E. Delaware Place #4100 Chicago, IL 60611	Golub & Company 625 North Michigan Avenue Chicago, IL 60611
Michael Jungman	Director	139 Circle Drive Plandome, NY 11030	JP Morgan Chase & Company 270 Park Avenue, 10 th Floor New York, NY 10017
Harry Levine	Director	147 Crestview Princeton, NJ 08540	Carodan Corporation 147 Crestview Princeton, NJ 08540
Richard Mack	Director	3 East 71 st Street #10-A New York, NY 10021	Apollo Real Estate Advisors, Inc. 1301 Avenue of the Americas 38 th Floor New York, NY 10019

16718 0000206660.

Delaware

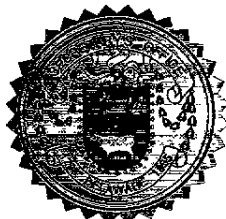
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARCAP SPECIAL SERVICING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MARCH, A.D. 2002.

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

FILED
MAR 13 PM 1:26
02
SECRETARY OF STATE
HARRIET SMITH WINDSOR
DELAWARE



3486119 8300

020157168

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1653857

DATE: 03-08-02