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March 20, 2002

OF COUNSEL
MARK J. ZWEIFLER
ADMITTED IN NEW YORK
AND NEW JERSEY ONLY

02 MAR 29

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ADMITTED IN VA ONLY
*ADMITTED IN FL, IL AND MA ONLY

BY FIRST CLASS MAIL

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/29/02--01034--006
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed for filing is an Application by Foreign Corporation for Authorization to Transact Business in Florida for CMSLP Management Company, Inc. and an Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for CRIIMI MAE Services Limited Partnership. Also enclosed, you will find two checks in the amount of \$87.50 each to cover the cost of the filings, good standing certificates and certified copies of the filings.

Once the Applications have been accepted for filing, please return evidence of the filings and the copies to the attention of Isabel P. Ruiz de Gamboa at the address above as soon as possible.

Please feel free to contact me if you have any questions.

Sincerely,

LaVonne O. Torrence

LaVonne O. Torrence
Legal Assistant

Enclosures

cc: Abigail B. Garber, Esq. (w/o encl.)
Jeffrey H. Gelman, Esq. (w/o encl.)
Isabel P. Ruiz de Gamboa, Esq. (w/encl.)

[148213]

**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.*

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1. CMSLP Management Company, 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. Maryland

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

3. 52-2290989

(FEI number, if applicable)

4. January 18, 2001

(Date of incorporation)

5. Perpetual

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

6. Upon Obtaining Certificate of Authority

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 11200 Rockville Pike, Rockville, Maryland 20852

(Current mailing address)

8. To be a general Partner in a Limited Partnership.

(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301

(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.


(Registered agent's signature)

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE SCHEDULE A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE SCHEDULE A

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. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Brian L. Hanson

Senior Vice President (Typed or printed name and capacity of person signing application)

Schedule A

CMSLP MANAGEMENT COMPANY, INC.

Officers and Directors

H. William Willoughby
President/Secretary/Director

11200 Rockville Pike, Fourth Floor
Rockville, Maryland 20852

David B. Iannarone
Executive Vice President/Director

Same as above

Brian Hanson
Senior Vice President/Director

Same as above

Cynthia O. Azzara
Treasurer/Director

Same as above

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 29

STATE OF MARYLAND
Department of Assessments and Taxation

FILED
SECRETARY OF STATE
BALTIMORE, FLORIDA
02 MAR 29

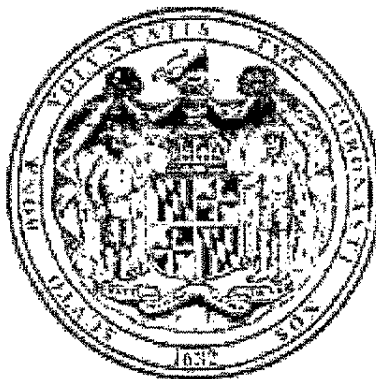
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CMSLP MANAGEMENT COMPANY, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MARCH 20, 2002.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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