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Division of Corporations

CT CORPORATION

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Morgan Stanley Mortgage Capital Inc.

Certificate of Status	0
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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. Morgan Stanley Mortgage Capital Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

2. New York

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

3. Applied For

(FBI number, if applicable)

4. March 22, 1984

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(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. 1585 Broadway, New York, NY 10036

(Principal office address)

Morgan Stanley Law Department, 1221 Avenue of the Americas, 5th floor, New York, NY 10020

(Current mailing address)

8. To transact business with institutional customers primarily in the mortgage and mortgage-related securities markets.

(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: CT 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.

CT Corporation System

By: Renee Haggerty

(Registered agent's signature)
Renee Haggerty

Assistant Secretary

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. DIRECTORSChairman: Craig S. PhillipsAddress: 1585 Broadway, New York, NY 10036Vice Chairman: Not Applicable

Address: _____

Director: Anthony B. TufarielloAddress: 1585 Broadway, New York, NY 10036Director: David R. WarrenAddress: 1585 Broadway, New York, NY 10036**B. OFFICERS**President: SEE ATTACHED RIDER

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. Susan M. Krause

(Signature of Director or Officer listed in number 12 of the application)

14. Susan M. Krause - Assistant Secretary

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

Morgan Stanley Mortgage Capital Inc.
Officers as of July 2004

OFFICERS

Name	Title	Address
Craig S. Phillips	Chairman	1585 Broadway, New York, NY 10036
David R. Warren	President	1585 Broadway, New York, NY 10036
Debra M. Aaron	Vice President	750 Seventh Avenue, New York, NY 10019
Pamela Barrow	Vice President	1221 Avenue of the Americas, New York, NY 10020
Andrew Berman	Vice President	1585 Broadway, New York, NY 10036
John E. Carroll	Vice President	1585 Broadway, New York, NY 10036
Marcus B. Childress	Vice President	1221 Avenue of the Americas, New York, NY 10020
Cynthia P. Deutsch	Vice President	1221 Avenue of the Americas, New York, NY 10020
Michael R. Dubeck	Vice President	1585 Broadway, New York, NY 10036
James E. Flaum	Vice President	1221 Avenue of the Americas, New York, NY 10020
Jonathan L. Frey	Vice President	1221 Avenue of the Americas, New York, NY 10020
Warren H. Friend	Vice President	1585 Broadway, New York, NY 10036
Elizabeth A. Haberkorn	Vice President	1221 Avenue of the Americas, New York, NY 10020
Meridith Sara Hill	Vice President	1221 Avenue of the Americas, New York, NY 10020
Stephen Holmes	Vice President	1221 Avenue of the Americas, New York, NY 10020
Barbara E. Isaacman	Vice President	1221 Avenue of the Americas, New York, NY 10020
Russell T. Jack	Vice President	1585 Broadway, New York, NY 10036
Valerie H. Kay	Vice President	1585 Broadway, New York, NY 10036
George Keyloun	Vice President	1585 Broadway, New York, NY 10036
Laya Khadjavi	Vice President	1585 Broadway, New York, NY 10036
Sanjeev Khanna	Vice President	1585 Broadway, New York, NY 10036
Kathleen Ann Lebeuf	Vice President	490 E Palmetto Pk Rd, Boca Raton, FL 33432
Steven R. Maeglin	Vice President	1221 Avenue of the Americas, New York, NY 10020
Christian B. Malone	Vice President	1221 Avenue of the Americas, New York, NY 10020
Ryan J. Marshall	Vice President	1585 Broadway, New York, NY 10036
Paul Najarian	Vice President	1221 Avenue of the Americas, New York, NY 10020
Andrew B. Neuberger	Vice President	1221 Avenue of the Americas, New York, NY 10020
David L. Oliner	Vice President	1221 Avenue of the Americas, New York, NY 10020
Louis A. Palladino, Jr.	Vice President	750 Seventh Avenue, New York, NY 10019
Susan M. Portelli	Vice President	1585 Broadway, New York, NY 10036
Christopher C. Reilly	Vice President	1221 Avenue of the Americas, New York, NY 10020
Kevin L. Rodman	Vice President	1221 Avenue of the Americas, New York, NY 10020
Stephen C. Rudner	Vice President	1221 Avenue of the Americas, New York, NY 10020
Bruce R. Sandberg	Vice President	750 Seventh Avenue, New York, NY 10019
Dennis T. Scurletis	Vice President	1585 Broadway, New York, NY 10036
Steven J. Shapiro	Vice President	1585 Broadway, New York, NY 10036
Terry L. Smith	Vice President	1221 Avenue of the Americas, New York, NY 10020
Steven S. Stern	Vice President	1221 Avenue of the Americas, New York, NY 10020
Kevin A. Swartz	Vice President	1221 Avenue of the Americas, New York, NY 10020
Cecilia Tarrant	Vice President	1585 Broadway, New York, NY 10036
Anthony B. Tufariello	Vice President	1585 Broadway, New York, NY 10036
John E. Westerfield	Vice President	1585 Broadway, New York, NY 10036
Jeffrey Wayne Williams	Vice President	490 E Palmetto Pk Rd, Boca Raton, FL 33432
William D. Wilson	Vice President	1221 Avenue of the Americas, New York, NY 10020
Peter T. Woroniecki	Vice President	1221 Avenue of the Americas, New York, NY 10020
Alexander C. Frank	Treasurer	1585 Broadway, New York, NY 10036
Bileen S. Wallace	Assistant Treasurer	750 Seventh Avenue, New York, NY 10019
Martin M. Cohen	Secretary	1221 Avenue of the Americas, New York, NY 10020
Charlene R. Harzer	Assistant Secretary	1221 Avenue of the Americas, New York, NY 10020
Susan M. Kruse	Assistant Secretary	1221 Avenue of the Americas, New York, NY 10020

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**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of MORGAN STANLEY MORTGAGE CAPITAL INC. was filed on 03/01/1984, under the name of MORGAN STANLEY MORTGAGE CAPITAL INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment MORGAN STANLEY MORTGAGE CAPITAL INC., changing its name to MORGAN STANLEY DEAN WITTER MORTGAGE CAPITAL INC., was filed. 03/24/2000.

A Certificate of Amendment MORGAN STANLEY DEAN WITTER MORTGAGE CAPITAL INC., changing its name to MORGAN STANLEY MORTGAGE CAPITAL INC., was filed 02/26/2003.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of July
two thousand and four.*

Secretary of State

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