

2006 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Feb 16, 2006 8:00 am
Secretary of State

02-16-2006 90063 009 ***150.00

DOCUMENT # F04000004101					
1. Entity Name MORGAN STANLEY MORTGAGE CAPITAL INC.					
Principal Place of Business 1585 BROADWAY NEW YORK, NY 10036			Mailing Address MORGAN STANLEY LAW DEPARTMENT 1221 AVENUE OF THE AMERICAS, 5TH FLOOR NEW YORK, NY 10020		
2. Principal Place of Business		3. Mailing Address			
Suite, Apt. #, etc.		Suite, Apt. #, etc.			
City & State		City & State		4. FEI Number 13-3208772	
Zip		Country		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324			7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code		
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____					
FILE NOW!!! FEE IS \$150.00 After May 1, 2006 Fee will be \$550.00			9. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees		
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	C PILLIPS, CRAIG S <input checked="" type="checkbox"/> Delete 1585 BROADWAY NEW YORK, NY 10036		TITLE NAME STREET ADDRESS CITY-ST-ZIP	Chairman / Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition Anthony B. Tufariello 1585 Broadway New York, NY 10036	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD TUFARIELLO, ANTHONY B <input checked="" type="checkbox"/> Delete 1585 BROADWAY NEW YORK, NY 10036		TITLE NAME STREET ADDRESS CITY-ST-ZIP	President / Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Steven S. Stern 1221 Avenue of the Americas New York, NY 10021	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD WARREN, DAVID R <input checked="" type="checkbox"/> Delete 1585 BROADWAY NEW YORK, NY 10036		TITLE NAME STREET ADDRESS CITY-ST-ZIP	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Stephen C. Rudner 1585 Broadway New York, NY 10036	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T FRANK, ALEXANDER C <input checked="" type="checkbox"/> Delete 1585 BROADWAY NEW YORK, NY 10036		TITLE NAME STREET ADDRESS CITY-ST-ZIP	Treasurer <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition William J. Forsell 750 Seventh Avenue New York, NY 10019	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S COHEN, MARTIN M <input checked="" type="checkbox"/> Delete 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020		TITLE NAME STREET ADDRESS CITY-ST-ZIP	Secretary <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition W. Gary Beeson 1633 Broadway New York, NY 10019	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V AARON, DEBRA M <input type="checkbox"/> Delete 750 SEVENTH AVENUE NEW YORK, NY 10019		TITLE NAME STREET ADDRESS CITY-ST-ZIP	Assistant Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Charlene R. Herzer 1633 Broadway New York, NY 10019	
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
SIGNATURE:					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR					
Date _____ Daytime Phone # _____					

Morgan Stanley

ATTACHMENT

40015118

#F04 000004101

Memorandum

Law Division

1633 Broadway
25th floor
New York, NY 10019
212-537-2429 - phone
212.507.2230 - fax

To: Florida Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Date: February 14, 2006

From: Julia Ramirez

Subject: 2006 Annual Report for Morgan Stanley
Mortgage Capital Inc.

To Whom It May Concern:

Enclosed please find the 2006 Annual Report for Morgan Stanley Mortgage Capital Inc. along with our check for \$150.00. Please file the attached report on a routine basis sending the appropriate evidence of such filing via regular mail to me at the following address:

Julia Ramirez
Corporate Governance Paralegal
Morgan Stanley
1633 Broadway, 25th Floor
New York, NY 10019

If there is additional information that is required or if there are any problems with this filing please feel free to contact me at 212-537-2429.

Thank you for your cooperation.

Kind Regards,

Julia Ramirez

Julia Ramirez
Corporate Governance Paralegal