

F0400000 4101

Florida Department of State
Division of Corporations
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DISSOLUTION OR WITHDRAWAL

MORGAN STANLEY MORTGAGE CAPITAL INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Morgan Stanley Mortgage Capital Inc.

(Name of Corporation)

F04000004101

(Document Number of Corporation (if known))

New York

(Incorporated Under Laws of)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

1585 Broadway

(Mailing Address)

New York, NY 10036

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

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

October 19, 2007
(Date)

Steven Stern
(Typed or printed name of person signing)

President
(Title of person signing)

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