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Division of Corporations

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Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

Deutsche Bank Berkshire Mortgage, Inc.

Certificate of Status	1
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Page Count	058
Estimated Charge	\$87.50

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CT CORPORATION

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 22, 2004

DEUTSCHE BANK BERKSHIRE MORTGAGE, INC.
ONE BEACON STREET, 14TH FLOOR
BOSTON, MA 02108

SUBJECT: DEUTSCHE BANK BERKSHIRE MORTGAGE, INC.
REF: W04000038923

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

✓ Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and approval letter to the Division of Corporations for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

FAX Aud. #: H04000210866
Letter Number: 204A00060915

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DIVISION OF CORPORATIONS

OCT-26-2004 14:20

CT CORPORATION

P.08/08



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

October 26, 2004

Jay Strauss, Esquire
Director/Sr. Counsel
Deutsche Bank AG
60 Wall Street
New York, New York 10005

Re: Deutsche Bank Berkshire Mortgage, Inc./Deutsche Bank Mortgage Services, Inc.

Dear Mr. Strauss:

Reference is made to your recent letter/fax requesting approval of the above-referenced names which will be subsidiaries of Deutsche Bank AG, New York, New York.

This Office will not object to the use of the above referenced names being registered to transact business as foreign corporations in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

A handwritten signature in cursive script, reading "Linda B. Charity".

Linda B. Charity
Deputy Director
Division of Financial Institutions

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Secretary of State's Office

William T. Sims, Division of Finance Regulation

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. Deutsche Bank Berkshire Mortgage, Inc.

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

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

2. Delaware

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

3.

20-1511553

(FEI number, if applicable)

4. 7/21/04

(Date of incorporation)

5. perpetual

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

6. upon qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One Beacon Street, 14th Floor, Boston, MA 02108

(Principal office address)

One Beacon Street, 14th Floor, Boston, MA 02108

(Current mailing address)

8. See Attachment A.

(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 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:

Connie Bryan

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY
(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 business addresses of officers and/or directors:

A. DIRECTORSChairman: See Attachment B.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: See Attachment B.

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 Director or Officer listed in number 12 of the application)

14. _____

James O. Wilhelmer, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Attachment A

DEUTSCHE BANK BERKSHIRE MORTGAGE, INC.

The Applicant will engage in any lawful act or activity for which corporations may be organized under the *General Corporation Laws of the State of Delaware*.

Attachment B

DEUTSCHE BANK BERKSHIRE MORTGAGE, INC.

Directors		
Jon Vaccaro		One Beacon Street, 14th Floor, Boston, Massachusetts 02108
Tobin Cobb		One Beacon Street, 14th Floor, Boston, Massachusetts 02108
Rob Burns		One Beacon Street, 14th Floor, Boston, Massachusetts 02108
Richard Ferguson		One Beacon Street, 14th Floor, Boston, Massachusetts 02108
Scott Bowen		One Beacon Street, 14th Floor, Boston, Massachusetts 02108
Peter Donovan		One Beacon Street, 14th Floor, Boston, Massachusetts 02108
Ronald Halpern		One Beacon Street, 14th Floor, Boston, Massachusetts 02108
Officers		
Peter Donovan	President and CEO	One Beacon Street, 14th Floor, Boston, Massachusetts 02108
Ronald Halpern	Managing Director and COO	One Beacon Street, 14th Floor, Boston, Massachusetts 02108
Steven Vickery	Treasurer and VP	One Beacon Street, 14th Floor, Boston, Massachusetts 02108
Jay F. Strauss	Secretary	One Beacon Street, 14th Floor, Boston, Massachusetts 02108
Sonja K. Olsen	Assistant Secretary	One Beacon Street, 14th Floor, Boston, Massachusetts 02108
Sandra L. West	Assistant Secretary	One Beacon Street, 14th Floor, Boston, Massachusetts 02108
James O. Wilhelm	Assistant Secretary	One Beacon Street, 14th Floor, Boston, Massachusetts 02108

Delaware

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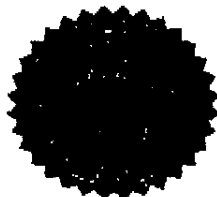
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DEUTSCHE BANK BERKSHIRE MORTGAGE, 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 TWENTIETH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DEUTSCHE BANK BERKSHIRE MORTGAGE, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JULY, A.D. 2004.

2004 OCT 21 A 3:19
SECRETARY OF STATE
TALLMAGE



3831930 8300

040757137

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3422535

DATE: 10-20-04