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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Deutsche Bank Mortgage Services, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
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Jennifer

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 22, 2004

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

SUBJECT: DEUTSCHE BANK MORTGAGE SERVICES, INC.
REF: WD4000038924

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, BANKSHARES, 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.

Deana Cushing
Document Specialist

FAX Aud. #: H04000210824
Letter Number: 904A00060915

OCT-26-2004 14:17

CT CORPORATION

P.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,

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

210 EAST JAMES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9111 - FAX (850) 410-9548

Affirmative Action / Equal Opportunity Employer

TOTAL P.02

TOTAL P.08

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 Mortgage Services, 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. 20-1511602

(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

(City)

Florida 33324

(Zip code)

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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

(Registered agent's signature)

CONNIE BRYAN
SPECIAL 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: 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. Wilhelm
(Typed or printed name and capacity of person signing application)

Attachment A

DEUTSCHE BANK MORTGAGE SERVICES, 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 MORTGAGE SERVICES, 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 |
| Alan Reese | | One Beacon Street, 14th Floor, Boston, Massachusetts 02108 |
| Officers | | |
| Peter Donovan | President and CEO | One Beacon Street, 14th Floor, Boston, Massachusetts 02108 |
| Alan Reese | Director and COO | One Beacon Street, 14th Floor, Boston, Massachusetts 02108 |
| Steven Vickery | Treasurer and VP | One Beacon Street, 14th Floor, Boston, Massachusetts 02108 |
| Ellen Miller | Vice President | One Beacon Street, 14th Floor, Boston, Massachusetts 02108 |
| Carol Mills | Vice President | 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

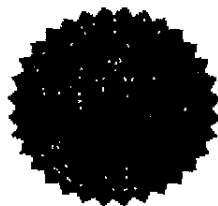
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DEUTSCHE BANK MORTGAGE SERVICES, 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 MORTGAGE SERVICES, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JULY, A.D. 2004.



3631948 8300

040757172

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3422554

DATE: 10-20-04