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FOREIGN PROFIT QUALIFICATION

J.P. Morgan Mortgage Capital Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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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. J.P. Morgan Mortgage Capital 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 3. 13-3836528
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. June 1, 1995 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 270 Park Avenue, 35th Floor, New York, NY 10017
(Principal office address)
270 Park Avenue, 35th Floor, New York, NY 10017
(Current mailing address)

8. originates commercial mortgage loans on behalf of JPMorgan Chase Bank, N.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

Michael J. Mitchell
Assistant Secretary

By: _____
(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

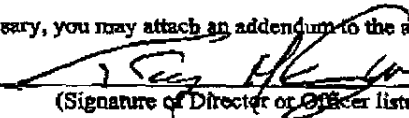
Secretary: _____

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. Timothy H. Sanson, Assistant Secretary
(Typed or printed name and capacity of person signing application)

**J.P. MORGAN MORTGAGE CAPITAL INC.
OFFICERS AND DIRECTORS**

NAME	TITLE	ADDRESS
Brian J. Baker	Director	270 Park Avenue, Floor 6 New York, NY 10017
Christine E. Cole	Director	131 South Dearborn, Floor 14 Chicago, IL 60603-5506
William King	Director	270 Park Avenue, Floor 6 New York, NY 10017
Michael Mesard	Director and Vice President	270 Park Avenue, Floor 10 New York, NY 10017
Daniel Rood	Director	270 Park Avenue, Floor 10 New York, NY 10017
Schecky Schechner	Director, President, CEO and Managing Director	270 Park Avenue, Floor 10 New York, NY 10017
Steven Z. Schwartz	Director	270 Park Avenue, Floor 10 New York, NY 10017
Blanca A. Russo	Vice President and Secretary	270 Park Avenue, Floor 39 New York, NY 10017
Michael J. Brunner	Vice President, Chief Administrative Officer, Controller and Assistant Secretary	400 Perimeter Center Terrace Floor 1 Atlanta, GA 30346
Louis Schloppo, Jr.	Treasurer	270 Park Avenue, Floor 9 New York, NY 10017
James C.P. Berry	Assistant Secretary	270 Park Avenue, Floor 35 New York, NY 10017
Timothy H. Samson	Assistant Secretary	270 Park Avenue, Floor 35 New York, NY 10017
Louis A. Lepore	Vice President	245 Park Avenue, Floor 8 New York, NY 10017
Patrick R. Ciriello	Vice President	270 Park Avenue, Floor 10 New York, NY 10017

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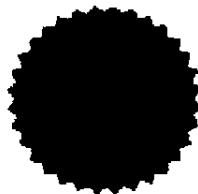
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "J.P. MORGAN MORTGAGE CAPITAL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORT HAS BEEN FILED TO DATE.

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

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 TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4298891

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DATE: 11-15-05