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CT CORP

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Division of Corporations

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Florida Department of State
Division of Corporations
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Account Number : FCA000000023
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Fax Number : (850) 878-5926

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Attn: Doris,
Corrections been made.
P.S. Keep filing date
28 of 01/12/06!
Thank you
Dewi*

FOREIGN PROFIT/NONPROFIT CORPORATION

MERRILL LYNCH MORTGAGE LENDING, INC.

Certificate of Status	0
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Page Count	06 08
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Florida Dept of State



January 13, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: MERRILL LYNCH MORTGAGE LENDING, INC.
REF: W06000001721

We have received your document for MERRILL LYNCH MORTGAGE LENDING, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

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) 245-6972.

Doris Brown
Document Specialist

FAX Aud. #: W06000009678
Letter Number: 006A00002814

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. Merrill Lynch Mortgage Lending, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "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. 510006522

(FEI number, if applicable)

4. 4/28/1987

(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. Four World Financial Center, New York, NY 10080

(Principal office address)

Four World Financial Center, New York, NY 10080

(Current mailing address)

8. PLEASE SEE ATTACHED BUSINESS PLAN

(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)

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.


(Registered agent's signature)

Debbie Diaz
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:

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NY ORDER PROCESSING

SOURCE OF FUNDS:

MLMLI will typically fund the loans from an unsecured intercompany loan from Merrill Lynch & Co., Inc., a publicly traded company on the New York Stock Exchange and its ultimate parent in the corporate structure.

MODE OF OPERATIONS - ORIGINATION, UNDERWRITING AND CLOSING:

MLMLI will originate loans through a network of in-house loan originators who will work with outside mortgage bankers and brokers and also directly with Merrill Lynch's financial client base. MLMLI's loan origination offices will be located in California, Texas and New York, with New York being the principal executive office of MLMLI. Applicant does not have any offices or any employees located in other State with respect to this business activity.

All final underwriting for the loans will be performed at applicant's New York executive office. MLMLI shall use its own underwriting criteria to underwrite all loans. All loans shall be approved by applicant's credit committee located in New York.

The loans will be funded and closed from MLMLI's New York office. The loans will be closed in escrow through arrangements made with a national licensed title insurance company. All loans will be originated and closed in MLMLI's own name. MLMLI will be named as the lender/beneficiary on the note, deed of trust and other loan documents.

Initially, the staff of MLMLI will consist of 30 professionals firm wide, dedicated to originating, purchasing, underwriting, closing and preparing loans for inclusion in bond offerings.

OTHER MISCELLANEOUS COMMERCIAL MORTGAGE ACTIVITIES:

MLMLI is licensed as a Title II Nonsupervised Mortgagee approved by the United States Department of Housing and Urban Development to originate and service mortgage loans. Pursuant to such authority, MLMLI acts as the master servicer of record for 19 FHA-insured multifamily health care facilities' mortgage loans with an unpaid principal balance as at December 31, 2001 of approximately \$605 million. These loans are actually sub-serviced by a licensed subservicer. MLMLI only actual obligation is to collect the servicing fees and monitor performance by the subservicer.

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A. DIRECTORS

Chairman: PLEASE SEE ATTACHED ADDENDUM

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: PLEASE SEE ATTACHED ADDENDUM

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. Joseph R. Marion
(Signature of Director or Officer listed in number 12 of the application)

14. Joseph R. Marion, President
(Typed or printed name and capacity of person signing application)

CT CORP

CT CORPORATION

01/13/2006 16:04 8502227615
JAN-11-2006 04:59MERRILL LYNCH MORTGAGE LENDING, INC.
DIRECTORS AND OFFICERS

Edward C. Malachuk	Director & Chairman	6 Herwood Dr., Madison, NJ 07940	Four World Financial Center, New York, NY 10080	8/25/1943	208-32-2863	Merrill Lynch & Co. 1978 - Present Co-Head Public Finance
Joseph R. Marlon	Director & President	79 Buckthorn Ct., Paramus, NJ 07652	Four World Financial Center, New York, NY 10080	10/30/1949	122-38-1513	Merrill Lynch & Co. 1980 - Present President, E.V.P.
Michael M. McGowan	Director, V.P. & Secretary	308 Garfield Pl., Brooklyn, NY 11215	Four World Financial Center, New York, NY 10080	8/12/1947	133-38-1888	Merrill Lynch & Co. 1977 - Present Attorney
Vincent J. Mora, Jr.	Senior Vice President	308 Garfield Pl., Brooklyn, NY 11215	Four World Financial Center, New York, NY 10080	3/23/1906	148-46-2370	Merrill Lynch & Co. June 1988 - Present Various
James F. Willeck	Vice President	17812 Bearpath Trail, Eden Prairie, MN	225 South Sixth St., Suite 4400, Minneapolis, MN 55402	2/22/1962	488-78-2354	Merrill Lynch & Co. March 2002 - Present Group Head - SURF GMAA-RFC Sept. 1996 - Feb. 2002 Managing Director Cargill, Inc. (Access Financial) Oct. 1995 - Aug. 1996 Secondary Markets Trading JFW Capital Management, Inc. April 1992 - Sept. 1995

**MERRILL LYNCH MORTGAGE LENDING, INC.
 DIRECTORS AND OFFICERS**

Catherine A. Danberg	Vice President	4320 Suresex Road, Minneapolis, MN 55416	225 South Sixth St, Suite 4400, Minneapolis, MN 55402	912671969	471-02-1852	Commodity Trading Advisor GNACRIFC April 1986 - Feb. 2002 Mortgage Trader Zelman Construction Sept. 1994 - March 1998 Project Manager Prudential Home Mortgage Aug. 1992 - Aug. 1994 Underwriter

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Delaware

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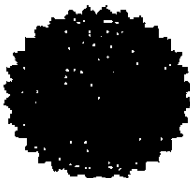
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERRILL LYNCH MORTGAGE LENDING, 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 DECEMBER, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MERRILL LYNCH MORTGAGE LENDING, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1987.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4376679

DATE: 12-15-05