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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

DLJ MORTGAGE CAPITAL, INC.

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C-8-8-28

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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. DLJ 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

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

3. 13-3460798

(FEI number, if applicable)

4. April 14, 1988

(Date of incorporation)

5. Perpetual

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

6. on filing of application

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

7. 11 Madison Avenue, New York, NY 10010

(Principal office address)

11 Madison Avenue, New York, NY 10010

(Current mailing address)

8. Formed to act as a corporation which trades in whole loans

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

By: Meryl Wiener

(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:

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A. DIRECTORS

Chairman: See attached Schedule

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached Schedule

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. _____

Mary Kate Wynperle
(Signature of Director or Officer listed in number 12 of the application)

14. Mary Kate Wynperle, Assistant Secretary

(Typed or printed name and capacity of person signing application)

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Schedule
DLJ Mortgage Capital, Inc. - Directors and Officers

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The address for all listed is: 11 Madison Avenue, New York, NY 10010

Directors:

Thomas E. Siegler
 Bruce Kaiserman
 Andrew A. Kimura
 Carlos Onis

Officers:

<u>Name:</u>	<u>Title:</u>
Carlos Onis	President
James D. Campbell	Vice President
Michael A. Criscito	Vice President
Michael Fallacara	Vice President
Maryann Gargano	Vice President
Andrew A. Kimura	Vice President
Sharon M. Meadows	Vice President
Joseph Quarto	Vice President
Kari S. Roberts	Vice President
Peter Sack	Vice President
Kevin Steele	Vice President
Stephen Yankauer	Vice President
Lori M. Russo	Secretary
Frank J. DeCongelio	Vice President and Bank Account Officer
Douglas Roseman	Vice President and Deputy Director of Taxes
Albert A. Scarola	Vice President and Deputy Director of Taxes
Lloyd A. Brown	Vice President
Thomas Fenlon	Vice President
Bruce Kaiserman	Vice President
Brendan J. Keane	Vice President
Timothy D. Kuo	Vice President
Adam Loskove	Vice President
Jeffrey G. Martin	Vice President
Eddie Othman	Vice President
Thomas Prevost	Vice President
Gregory P. Richter	Vice President
Albert A. Scarola	Vice President
Robert P. Brennan, Jr.	Managing Director
Steven L. Kantor	Managing Director
Peter J. Feeney	Treasurer
Rhonda G. Matty	Assistant Secretary
Mary Kate Wynperle	Assistant Secretary

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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 "DLJ 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 TWENTY-FIFTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DLJ MORTGAGE CAPITAL, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF APRIL, A.D. 1988.

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.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4999927

DATE: 08-25-06

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