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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Sudler Management Corp.

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1/4/2007

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. Sudler Management Corp.
(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. New Jersey 3. 20-8060055
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. December 12, 2006 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. none
(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o David Silver, Esq., Lasser Hochman, L.L.C., 75 Eisenhower Parkway, Roseland, New Jersey 07068
(Principal office address)

75 Eisenhower Parkway, Roseland, New Jersey 07068
(Current mailing address)

8. to engage in any lawful activity within the purpose for which corporation may be organized
(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: Debbie Diaz
(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:

FORM 0288/0305 CT System Outline

12/21/2006 THU 11:03 [TX/RX NO 7312] 003

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Peter D. Sudler

Address: c/o Sudler Management, LLC, Morris Corporate Center I,
300 Interpace Parkway, Building C, Parsippany, New Jersey 07054

Vice Chairman: none

Address: _____

Director: none

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Peter D. Sudler

Address: 300 Interpace Parkway, Building C, Parsippany, New Jersey 07054

Vice President: none

Address: _____

Secretary: Eileen F. Sudler

Address: 300 Interpace Parkway, Building C, Parsippany, New Jersey 07054

Treasurer: Eileen F. Sudler

Address: 300 Interpace Parkway, Building C, Parsippany, New Jersey 07054

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. Peter D. Sudler, Director
(Typed or printed name and capacity of person signing application)

**STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING**

**SUDLER MANAGEMENT CORP.
0100972348**

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on December 12, 2006.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

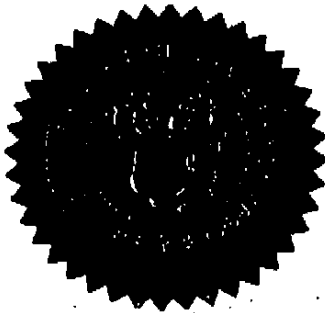
I further certify that the registered agent and registered office are:

**David Silver
75 Eisenhower Parkway
Roseland, NJ 07068 0000**

Continued on next page . . .

**STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING**

SUDLER MANAGEMENT CORP.



*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
3rd day of January, 2007*

Bradley Abelow

**Bradley Abelow
State Treasurer**

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Mirna Hornechea

Thank you for your anticipated attention to this matter.

Please feel free to contact me with any questions or comments.

Please find attached for filing the Application of MTRV Funding, LLC for Authorization to Transact Business in Florida and a Good Standing Certificate from the State of Delaware.

Message:

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FAX COVER SHEET

January 4, 2007

