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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Citi Residential Lending INC.

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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. CITI RESIDENTIAL LENDING 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. 26-0591420

(FEI number, if applicable)

4. 7-24-2007

(Date of incorporation)

5. PERPETUAL

(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. 390 GREENWICH STREET, NEW YORK, NY 10013.

(Principal office address)

388 GREENWICH STREET, NEW YORK, NY 10013.

(Current mailing address)

17th Floor

8. ENGAGES IN WHOLESALE ORIGINATION & SERVICING OF RESIDENTIAL MORTG.

(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: Mamad Chassani

(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: PLEASE SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: PLEASE 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. IRINA KHAIMOVA, ASSISTANT SECRETARY

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

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CITI RESIDENTIAL LENDING INC.
Directors and Officers List

Directors:

Randall Costa
James De Mare
Martin N. Lifschutz
Susan Mills
Jeffrey Perlowitz

Officers:

Randall Costa	President	390 Greenwich St., New York, NY 10013
James De Mare	Senior Vice President	390 Greenwich St., New York, NY 10013
Susan Mills	Senior Vice President	390 Greenwich St., New York, NY 10013
Martin N. Lifschutz	Senior Vice President	388 Greenwich St., New York, NY 10013
Jeff Perlowitz	Senior Vice President	390 Greenwich St., New York, NY 10013
Scott Freidenrich	Treasurer	388 Greenwich St., New York, NY 10013
Keith J. Anzel	Assistant Treasurer	388 Greenwich St., New York, NY 10013
Robert Barber	Assistant Treasurer	388 Greenwich St., New York, NY 10013
Jack Burns	Assistant Treasurer	388 Greenwich St., New York, NY 10013
Patrick Crowley	Assistant Treasurer	388 Greenwich St., New York, NY 10013
Mike Gobbo	Assistant Treasurer	388 Greenwich St., New York, NY 10013
Susan Grbic	Assistant Treasurer	388 Greenwich St., New York, NY 10013
Marilyn Lipton	Assistant Treasurer	388 Greenwich St., New York, NY 10013
Howard Lynn	Assistant Treasurer	388 Greenwich St., New York, NY 10013
Paul Polivy	Assistant Treasurer	388 Greenwich St., New York, NY 10013
Jodi Ross	Assistant Treasurer	388 Greenwich St., New York, NY 10013
Douglas Sawyer	Assistant Treasurer	388 Greenwich St., New York, NY 10013
Nicole Tanguy	Assistant Treasurer	388 Greenwich St., New York, NY 10013
Myongsu Kong	Secretary	388 Greenwich St., New York, NY 10013
Irina Khaimova	Assistant Secretary	388 Greenwich St., New York, NY 10013
John Ramsay	Assistant Secretary	388 Greenwich St., New York, NY 10013
Rachel Stine	Assistant Secretary	388 Greenwich St., New York, NY 10013

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TALLAHASSEE, FLORIDA

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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 "CITI RESIDENTIAL 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 TWENTY-FIRST DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CITI RESIDENTIAL LENDING INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5940864
DATE: 08-21-07

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