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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

LMREC CDO II REO II, Inc.

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DIVISION OF CORPORATION

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J. Shivers DEC 12 2008

**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. LMREC CDO II REO II, 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.

(FBI number, if applicable)

4. November 20, 2008

(Date of incorporation)

5.

Perpetual

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

6. Date of registration in Florida

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

7. 10880 Wilshire Boulevard, Los Angeles, CA 90024

(Principal office address)

10880 Wilshire Boulevard, Los Angeles, CA 90024

(Current mailing address)

8. To own and operate real estate

(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: C T 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.

Connie Bryan Corporation System

By: _____

Assistant Secretary

(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: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Glenn A. Sonnenberg

Address: 10880 Wilshire Boulevard, Los Angeles, CA 90024

Director: Wallace O. Sellers, Jr.

Address: 10880 Wilshire Boulevard, Los Angeles, CA 90024

B. OFFICERS

President: Glenn A. Sonnenberg

Address: 10880 Wilshire Boulevard, Los Angeles, CA 90024

Vice President: Wallace O. Sellers, Jr.

Address: 10880 Wilshire Boulevard, Los Angeles, CA 90024

Secretary: Wallace O. Sellers, Jr.

Address: 10880 Wilshire Boulevard, Los Angeles, CA 90024

Treasurer: Wallace O. Sellers, Jr.

Address: 10880 Wilshire Boulevard, Los Angeles, CA 90024

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X  _____
(Signature of Director or Officer listed in number 12 of the application)

14. Wallace O. Sellers, Jr., Executive Vice President
(Typed or printed name and capacity of person signing application)

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TALAHASSEE, FLORIDA

Exhibit A
to
Application by Foreign Corporation for Authorization to
Transact Business in Florida
of
LMREC CDO II REO II, Inc.

12B. Additional Officer:

- 1. Brian C. Buchhagen, Vice President**
10880 Wilshire Boulevard, Los Angeles, CA 90024

Delaware

PAGE 1

The First State

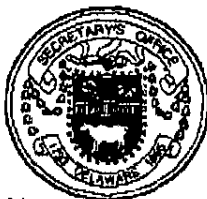
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LMREC CDO II REO II, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF DECEMBER, A.D. 2008.

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

4625482 8300

081183575

You may verify this certificate online
at corp.delaware.gov/authvar.shtml.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7015584

DATE: 12-10-08