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Florida Department of State
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FOREIGN PROFIT/NONPROFIT CORPORATION

Bayview Mortgage Capital, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAY 26 2009
D.A. WHITE

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED

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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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. BAYVIEW 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. MARYLAND

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

3. 27-0195078

(PR) number, if applicable

4. MAY 13, 2009

(Date of incorporation)

5. PERPETUAL

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

6. UPON FILING

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

7. 4425 PONCE DE LEON BLVD., 4TH FLOOR - CORAL GABLES, FLORIDA

(Principal office address)

SAME AS ABOVE

(Current mailing address)

8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY PERMITTED UNDER LAW

(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: BRIAN E. BOMSTEIN, ESQ.

Office Address: 4425 PONCE DE LEON BLVD., 4TH FLOOR

CORAL GABLES

(City)

, Florida 33146

(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.

By: 

(Registered agent's signature) Brian E. Bomstein

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: _____

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Address: _____
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: BRIAN E. BOMSTEIN, ESQ.

Address: 4425 Ponce de Leon Blvd., 4th Floor

Coral Gables, Florida 33146

Director: _____

Address: _____

B. OFFICERS

1. President and Chief Executive Officer - RICHARD O'BRIEN

Address: 4425 Ponce de Leon Blvd., 4th Floor - Coral Gables, Florida 33146

2. Senior Vice President and Chief Financial Officer - JOHN H. FISCHER

Address: 4425 Ponce de Leon Blvd., 4th Floor - Coral Gables, Florida 33146

3. Senior Vice President and Secretary - BRIAN E. BOMSTEIN, ESQ.

Address: 4425 Ponce de Leon Blvd., 4th Floor - Coral Gables, Florida

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. Brian E. Bomstein, Director

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

STATE OF MARYLAND
Department of Assessments and Taxation

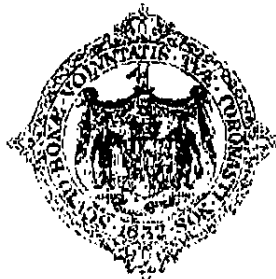
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT BAYVIEW MORTGAGE CAPITAL, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MAY 22, 2009.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
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TALLAHASSEE, FLORIDA

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