

F94000004508

Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN**GMAC COMMERCIAL MORTGAGE CORPORATION**

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N.C.
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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F94000004508

(Document number of corporation (if known))

1. GMAC Commercial Mortgage Corporation

(Name of corporation as it appears on the records of the Department of State)

2. California

(Incorporated under laws of)

3. 08/30/1994

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 05/16/2006

5. Capmark Finance Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Samantha Jones
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Samantha Jones

(Typed or printed name of person signing)

Attorney-in-Fact

(Title of person signing)

State of California
Secretary of State

CERTIFICATE OF FILING

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby
certify:

That on the 2nd day of May, 2006, there was filed in this office an amendment
changing the corporation name from **GMAC COMMERCIAL MORTGAGE**
CORPORATION, a California corporation, to **CAPMARK FINANCE INC.**

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
May 13, 2006.



BRUCE McPHERSON
Secretary of State

LIMITED POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT GMAC Commercial Mortgage Corporation ("Corporation"), a corporation incorporated under the laws of California, does hereby appoint Rebecca Brooks and Samantha Jones as attorney-in-fact for the Corporation, to act for the Corporation and in the Corporation's name for the limited purposes authorized herein.

The Corporation, having taken all necessary steps to authorize its name change, hereby grants its attorney-in-fact the power to execute documents necessary to file foreign name change amendment of similar import, in any state, county, circuit court or local jurisdiction.

This Power of Attorney expires when revoked by the Corporation.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 26th day of April, 2006.

**GMAC COMMERCIAL MORTGAGE
CORPORATION**


Elizabeth Kim
Senior Vice President

Commonwealth of Pennsylvania:

County of Montgomery:

On April 26, 2006, before me, the undersigned, a Notary Public in and for said Commonwealth, personally appeared Elizabeth Kim, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me she executed the same in her authorized capacity, and that by her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed this instrument.

Witness my hand and official seal.


Notary Public

