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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

WMF Carbon Mesa Advisors, Inc.
Changing name to: Prudential Carbon mesa, Inc.

- ☐ Profit ☒ Amendment ☐ Merger
☐ NonProfit
☐ Limited Liability Company ☐ Dissolution/Withdrawal ☐ Mark
☒ Foreign
☐ Limited Partnership ☐ Annual Report ☐ Other
☐ Reinstatement ☐ Reservation ☐ Change of R.A.
☐ Limited Liability Partnership ☐ Fictitious Name
☐ Certified Copy ☐ Photo Copies ☐ CUS
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LAURA EARNST

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G. COULLETTE AUG 04 2000

FILED
00 AUG 13 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
00 AUG -3 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. WMF Carbon Mesa Advisors, Inc.
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: August 19, 1998

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?

June 30, 2000

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

Prudential Carbon Mesa, Inc.

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

No Change

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

Clarke B. Welburn
Signature
Name and Title

8/1/00

Date

Clarke B. Welburn Executive Vice President

XIX. Officer and Director Information

Prudential Carbon Mesa, Inc. (Formerly known as WMF Carbon Mesa Advisors, Inc.)

David Twardock, Chairman

Home: 90 Whittredge Road
Summit, NJ 07901
Office: 100 Mulberry Street
Four Gateway Center
Newark, NJ 07102

Shekar Narasimhan, Vice Chairman

Home: 2502 Sandurg Street
Dunn Loring VA 22027
Office: 1593 Spring Hill Road Suite 400
Vienna, VA 22182

Mitchell D. Clarfield, Co-Chief Executive Officer

Home: 22008 Pacific Coast
Malibu, CA 90265
Office: 11755 Wilshire Blvd. 19th Floor
Los Angeles, CA 90025

Glenn A. Sonnenberg, Co-Chief Executive Officer

Home: 15510 Casiano Court
Los Angeles, CA 90077
Office: 11755 Wilshire Blvd. 19th Floor
Los Angeles, CA 90025

James McCarthy, Chief Financial Officer, Assistant Treasurer, Assistant Secretary

Home: 45 Waverly Place
Monmouth Junction, New Jersey 08852
Office: 100 Mulberry Street
Four Gateway Center
Newark, NJ 07102

Michael Jameson, Executive Vice President

Home: 1714 Oro Valley Circle
Walnut Creek, CA 94596
Office: Four Embarcadero Center, Suite 2700
San Francisco, CA 94111

Robert Fitts, Executive Vice President

Home: 71 Broadway #2-1
New York, NY 10006
Office: Four Embarcadero Center, Suite 2700
San Francisco, CA 94111

Ann A. Hambly, Executive Vice President of National Asset Management

Home: 605 Blair Ct
Southlake, TX 76092
Office: 220 Ross Avenue
Dallas, TX 75201

Prudential Carbon Mesa, Inc.
(Formerly known as WMF Carbon Mesa Advisors, Inc.)
(Continued)

Clarke B. Welburn, Executive Vice President and Assistant Secretary

Home: 9611 Tackroom Lane
Great Falls, VA 22066
Office: 1593 Spring Hill Road Suite 400
Vienna, VA 22182

Elizabeth Whitbred-Snyder, Executive Vice President

Home: 3405 Arnold Lane
Falls Church, VA 22042
Office: 1593 Spring Hill Road Suite 400
Vienna, VA 22182

Wallace O. Sellers, Jr., Group Vice President/Managing Director, Special Assets Management

Home: 2028 Wattles Drive
Los Angeles, Ca 90046
Office: 11755 Wilshire Blvd. 19th Floor
Los Angeles, CA 90025

Sharon Schneeman, Group Vice President and Controller

Home: 19414 SandyLake Drive
Gaithersburg, MD 20879
Office: 1593 Spring Hill Road Suite 400
Vienna, VA 22182

Brian C. Buchhagen, Vice President/Managing Director

Home: P.O. Box 1805
Manhattan Beach, CA 90267
Office: 11755 Wilshire Blvd. 19th Floor
Los Angeles, CA 90025

James W. Harrison, Vice President and Assistant Secretary

Home: 2003 Blue Ridge Court
Herdon VA 20170
Office: 1593 Spring Hill Road Suite 400
Vienna, VA 22182

David Keating, Vice President/Managing Director

Home: 213 10th Street
Manhattan Beach, CA 90266
Office: 11755 Wilshire Blvd. 19th Floor
Los Angeles, CA 90025

C. Edward Chaplin, Treasurer

Home: 17 Ridge Road
Summit, NJ 07901
Office: 100 Mulberry Street
Four Gateway Center
Newark, NJ 07102

Prudential Carbon Mesa, Inc.
(Formerly known as WMF Carbon Mesa Advisors, Inc.)
(Continued)

Timothy C. Fetteh, Assistant Treasurer

Home: 316 Philadelphia Blvd.
Sea Grit, NJ 08750
Office: 751 Broad Street, 6th Floor
Newark, NJ 07102

Kathleen C. Hoffman, Assistant Treasurer

Home: 41 Edgewood Road
Chatham, New Jersey 07928
Office: 100 Mulberry Street
Four Gateway Center
Newark, NJ 07102

Laura J. Delaney, Assistant Treasurer

Home: 33 Bubenko Drive
Garnerville, NY 10923
Office: 100 Mulberry Street
Four Gateway Center
Newark, NJ 07102

Bob Szuhany, Assistant Treasurer

Home: 33 Walter Street
Bloomfield, NJ 07003
Office: 100 Mulberry Street
Four Gateway Center
Newark, NJ 07102

Dominic Fiore, Assistant Treasurer

Home: 39-07 211th Street
Bayside, NY 11361
Office: 100 Mulberry Street
Four Gateway Center
Newark, NJ 07102

Harry Mixon, Corporate Secretary

Home: 2559 Carisbrook Drive
Oakland, CA 94611
Office: Four Embarcadero Center,
Suite 2700
San Francisco, CA 94111

In case a specific purpose is needed for

Prudential Carbon Mesa, Inc.

It is as follows:

Prudential Carbon Mesa, Inc., is a leading lender in bridge, mezzanine and structured financing. The company also manages investors' funds through several lending vehicles, provides special asset management servicing and develops new structured loan products.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "WMF CARBON MESA ADVISORS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PRUDENTIAL CARBON MESA, INC.", THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0594162

DATE: 08-01-00