

L02000000467

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000004716 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 205-0383

From:  
Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

LIMITED LIABILITY COMPANY

MSR CENTRAL, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JAN -7

RECEIVED

02 JAN -8 AM 7:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H02000004716

**ARTICLES OF ORGANIZATION  
OF**

**MSR CENTRAL, LLC**

**ARTICLE I**

The name of the limited liability company (hereinafter called the "limited liability company") is MSR CENTRAL, LLC.

**ARTICLE II**

The mailing address and the address of the principal office of the limited liability company is c/o Bayview Financial Trading Group, L.P., 2665 South Bayshore Drive, Suite 301, Miami, Florida, 33133.

**ARTICLE III**

The period of duration for the limited liability company shall be perpetual.

**ARTICLE IV**

Additional members may be admitted and the terms and condition of such admissions shall require the vote of all existing members, and shall be conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

**ARTICLE V**

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

**ARTICLE VI**

The name and the Florida street address of the registered agent and office are:

Brian Bornstein  
Senior Vice President and General Counsel  
2665 South Bayshore Drive, Suite 301  
Miami, Florida 33133


Having been named as the registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am

H02000004716

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 JAN -7

H02000004716

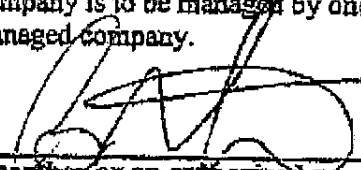
familiar with and accept the obligations of my position as registered agent.

  
(Registered Agent's Signature)

Date: January 4, 2002

**ARTICLE VII**

☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Bayview Financial Trading Group, L.P.  
By: Bayview Financial Management Corp.  
Its: General Partner  
By: Brian Bornstein  
Its: Senior Vice President

\_\_\_\_\_  
Typed or printed name of signer

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JAN -7

H02000004716