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ACCOUNT NO. : 072100000032
 REFERENCE : 661080 4326262
 AUTHORIZATION : *Patricia Pyjunt*
 COST LIMIT : \$ 125.00

00 APR 13 PM 4: 11
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

ORDER DATE : April 12, 2000
 ORDER TIME : 2:40 PM
 ORDER NO. : 661080-005
 CUSTOMER NO: 4326262

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CUSTOMER: Nancy P. Pokojny, Esq
 Zukerman Gore & Brandeis, Llp
 900 Third Avenue
 8th Fl.
 New York, NY 10022

FOREIGN FILINGS

NAME: NORTHERN STAR FUNDING, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

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 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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M00-729

Name	<i>[Signature]</i>
Availability	<i>4-13</i>
Document	<i>[Signature]</i>
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Number	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Northern Star Funding, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FBI number, if applicable)
4. 2/29/99
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1 Paragon Dr., Montvale, NJ 07645
(Street address of principal office)

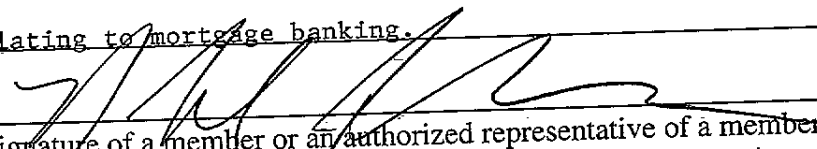
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8. If limited liability company is a manager-managed company, check here
9. The name and usual business addresses of the managing members or managers are as follows:

See attached.

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: any and all
activities relating to mortgage banking.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Nathaniel S. Gore, Non-Member Manager
Typed or printed name of signee

**Northern Star Funding, LLC
Non-Member Managers**

<u>Name</u>	<u>Business Address</u>
Peter Norden	1 Paragon Drive Montvale, NJ 07645
Martin J. Levine	1 Paragon Drive Montvale, NJ 07645
Helen Kaplan	1 Paragon Drive Montvale, NJ 07645
Nathaniel S. Gore, Esq.	Zukerman Gore & Brandeis, LLP 900 Third Avenue, 8 th Floor New York, NY 10022

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Northern Star Funding, LLC

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

Corporation Service Company
(Name)

1201 Hays Street

Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee

FL 32301
City/State/Zip

Having been named as 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 familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Corporation Service Company

By:

John S. Hoewigmann
(Signature)

JOHN S. HOEWIGMANN, ASST VICE PRESIDENT

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTHERN STAR FUNDING, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NORTHERN STAR FUNDING, LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0377501

DATE:

04-12-00