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Nassau mortgage LLC
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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DEPARTMENT OF STATE
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TALLAHASSEE, FLORIDA

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

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

1. NASSAU MORTGAGE LLC
(Name of foreign limited liability company)
2. DELAWARE 3. 52-2212582
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 01/12/2000 5. PERPETUAL
(Date of Organization) (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. 41 UNIVERSITY DRIVE
NEWTOWN, PA 18940
(Street address of principal office)

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TALLAHASSEE, FLORIDA

8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

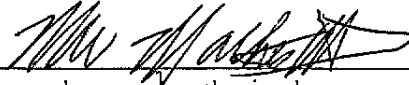
NASSAU FINANCIAL LLC - 41 UNIVERSITY DR., NEWTOWN, PA 18940 (MANAGER)

SHERMAN FINANCIAL GROUP LLC - 335 MADISON AVENUE, NEW YORK, NY 10017 (MEMBER)

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: _____

TO OPERATE A MORTGAGE BROKERAGE BUSINESS


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.)

M. WILLIAM MATHES, III, AUTHORIZED REPRESENTATIVE
OF MANAGER: NATIONAL FINANCIAL LLC

Typed or printed name of signee

**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:

NASSAU MORTGAGE LLC

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

EDWIN F. BLANTON

(Name)

825 THOMASVILLE ROAD

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

TALLAHASSEE

FL

32303

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent


Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NASSAU MORTGAGE 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 EIGHTH DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NASSAU MORTGAGE LLC" WAS FORMED ON THE TWELFTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

3158535 8300

AUTHENTICATION: 0301644

001116573

DATE: 03-08-00