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ACCOUNT NO. : 072100000032

REFERENCE : 763046 4326262

AUTHORIZATION : Patricia Pigatto

COST LIMIT : \$ 125.00

ORDER DATE : July 13, 2000

ORDER TIME : 11:23 AM

ORDER NO. : 763046-025

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CUSTOMER NO: 4326262

CUSTOMER: Michael D. Gershon, Esq  
Zukerman Gore & Brandeis, LLP  
900 Third Avenue  
8th Fl.  
New York, NY 10022

FOREIGN FILINGS

NAME: NORTHERN STAR CAPITAL, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

Name Availability PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Document XX PLAIN STAMPED COPY  
Examiner DCC

Underwriter DCC CONTACT PERSON: Darlene Ward

Verifier

Voluntary DCC

W. P. Verifier DCC

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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. NORTHERN STAR CAPITAL, L.L.C.  
(Name of foreign limited liability company)

2. DELAWARE 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 9/14/98 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Will begin upon approval.  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1 PARAGON DRIVE, MONTVALE, NJ 07645.  
(Street address of principal office)

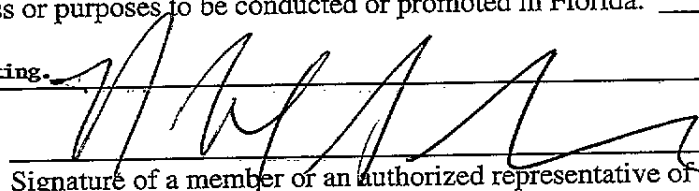
8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:  
See attached list.

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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 activity 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, Authorized Representative  
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:

NORTHERN STAR CAPITAL, L.L.C.

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

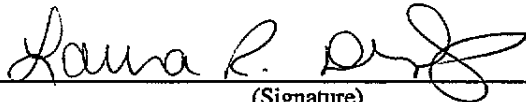
City/State/Zip

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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 as provided for in Chapter 608, F.S..*



(Signature)

Laura R. Dunlap

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

**NORTHERN STAR CAPITAL, LLC**  
**Non-Member Managers**

Name

Address

Peter Norden

1 Paragon Dr.  
Montvale, NJ 07645

Martin J. Levine

1 Paragon Dr.  
Montvale, NJ 07645

Helen Kaplan

1 Paragon Dr.  
Montvale, NJ 07645

Nathaniel S. Gore

Zukerman Gore & Brandeis,  
900 Third Avenue, 9<sup>th</sup> Floor  
New York, NY 10022

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTHERN STAR CAPITAL, L.L.C." 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 THIRTEENTH DAY OF JULY, A.D. 2000.

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0557605

DATE: 07-13-00