

M00000002149

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 10/13

700003424387--6
-10/13/00--01054--005
****155.00 ****155.00

Corporation(s) Name

Laureate Capital, LLC

Profit Amendment Merger
 Nonprofit

Foreign Dissolution Mark
 LLC Withdrawal

Limited Partnership UBR Other
 Reinstatement Fictitious Name Ch. RA
 UCC 1 or 3

***Special Instructions**

Certified Copy Photocopies CUS
 arts/ameds/mergers Other-See Above

Walk in Pick-up Will Wait

RECEIVED
OCT 13 PM 1:05
DIVISION OF CORPORATIONS
STATE OF FLORIDA
TALLAHASSEE
SECRETARY OF FILING

APPROVED
FILED

File
2nd

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

10-16-00

LAUREATE CAPITAL CORP.

7909 Parklane Road
Columbia, SC 29223

October 10, 2000

Amendment Section
Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Use of Laureate Capital name

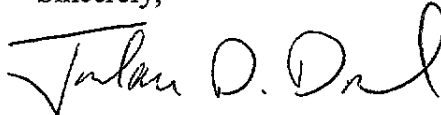
Ladies and Gentlemen:

Laureate Capital Corp., a South Carolina corporation, hereby consents to the use of the name "Laureate Capital" in Florida by Laureate Capital, LLC, a North Carolina limited liability company, and undertakes to withdraw from Florida.

Enclosed for filing is an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida in connection with Laureate Capital Corp.'s withdrawal from Florida.

If you have any questions, please call our attorney, James C. Siokos of McNair Law Firm, P.A., at 803-799-9800.

Sincerely,



Jordan D. Dorchuck, Vice President and Secretary

JDD/
Enclosure

APPROPRIATE
FILED
OCT 19 AM 11:33
TALLAHASSEE, FLORIDA

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. Laureate Capital LLC.
(Name of foreign limited liability company)

2. North Carolina
(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied for.
(FEI number, if applicable)

4. August 8, 2000
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. October 1, 2000
(Date first transacted business in Florida. (Sec sections 608.501, 608.502, and 817.155, F.S.))

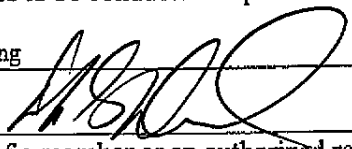
7. 200 West Second Street, Winston-Salem, North Carolina 27101
(Street address of principal office)

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:
Branch Banking and Trust Company, 200 West Second Street, North Carolina 27101

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: Commercial Mortgage Loan Servicing



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.)
Thomas S. Dennard

Typed or Printed Name and Title

00 OCT 13 AM 11:37
FILED
APPROVED
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Laureate Capital, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

Plantation

FL 33324

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.

C T Corporation System



(Signature)

**ALLAN FARNELL
ASSISTANT SECRETARY**

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

00 OCT 13 AM 11:36
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

APPROVED
FILED



NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

LAUREATE CAPITAL L.L.C.

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 8th day of August, 2000. with its period of duration ending Perpetual.

I **FURTHER** certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 6th day of October, 2000.

Elaine F. Marshall

Secretary of State

00 OCT 13 AM 11:56
RECEIVED
FEBRUARY 11 2004
APR 11 2004