

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

File 2nd

MOZ0000000626

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 3/8/02

REF. #: 0438-5373

CORP. NAME: GRP LOAN LLC

02 MAR - 8 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVAL
AND
FILED

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

RECEIVED
02 MAR - 8 AM 11:11
DIVISION OF CORPORATE
AND PROFESSIONAL SERVICES
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# _____ FOR \$ 125.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

800005073268--6
-03/08/02--01054--026
****125.00 ****125.00

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS

800005073268--6
-03/08/02--01054--026
****125.00 ****125.00

PLAIN STAMPED COPY

38-02

Examiner's Initials

**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. GRP LOAN, LLC
(Name of foreign limited liability company)
2. DELAWARE 3. 13-4076356
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 12/31/01 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. 360 Hamilton Avenue
White Plains, NY 10607
(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:

Michael Gordon, c/o Angelo Gordon & Co., 245 Park Avenue, New York, NY 10607

Lance West c/o GRP Financial Services Corp.
360 Hamilton Avenue, 5th Fl., White Plains, NY 10601

Natalie Bowden c/o GRP Financial Services Corp.,
360 Hamilton Avenue, 5th Fl., White Plains, NY 10601

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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:

Acquire, hold and dispose of mortgage loans.

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.)

Typed or printed name of signee
Natalie Bowden, Authorized Person

**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:

GRP LOAN, LLC

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

National Corporate Research, Ltd., Inc.

(Name)

1406 Hays Street, Suite #2

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

Tallahassee

FL

32301

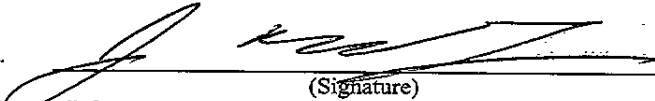
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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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)

John Morrissey, Assistant 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)

Delaware

The First State

PAGE 1

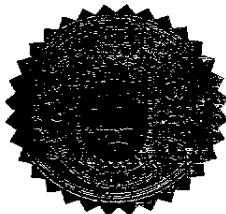
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRP LOAN, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GRP LOAN, LLC" WAS FORMED ON THE SECOND DAY OF SEPTEMBER, A.D. 1999.

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

02 MAR -8 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3092225 8300

AUTHENTICATION: 1643315

020144448

DATE: 03-04-02