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2004 OCT -1 P 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



GE Capital
Real Estate

Nora D. Ryan
Legal Specialist

General Electric Capital Corporation
292 Long Ridge Road, Stamford, CT 06927
203 357-4754, DC: 8*228-4754, Fax: 203 357-6768
nora.ryan@gecapital.com

Federal Express

September 30, 2004

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Transamerica Commercial Real Estate Finance, LLC

To Whom It May Concern:

Enclosed please find for filing an Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida, a copy for certification which is to be returned to me after filing and a check for the filing fee and certification fee in the amount of \$30.00.

Also enclosed, from the state of Delaware, is a certified copy of the Certificate of Amendment to the Certificate of Formation, which changes the name of the LLC to TRE Commercial Finance, LLC, and a Good Standing Certificate.

If you have any questions or comments, please do not hesitate to contact me.

Yours truly,

Nora D. Ryan

Enclosures

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

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Transamerica Commercial Real Estate Finance, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: April 12, 2002

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? September 14, 2004
5. New name of the limited liability company: TRE COMMERCIAL FINANCE, LLC
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

By: T Holdings, Inc., Its Member

By: *Nora D. Ryan*

Signature of a member or the authorized
representative of a member

Nora D. Ryan, Assistant Secretary

Typed or printed name of signee

Filing Fee: \$25.00

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2004 OCT -1 P 3 33
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SECRETARY OF STATE

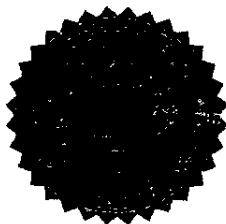
Delaware

The First State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRE COMMERICAL FINANCE, 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 FIFTEENTH DAY OF SEPTEMBER, A.D. 2004.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3047635 8300

040665766

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3351967

DATE: 09-15-04

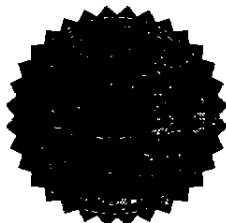
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TRANSAMERICA COMMERCIAL REAL ESTATE FINANCE, LLC", CHANGING ITS NAME FROM "TRANSAMERICA COMMERCIAL REAL ESTATE FINANCE, LLC" TO "TRE COMMERCIAL FINANCE, LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF SEPTEMBER, A.D. 2004, AT 7:05 O'CLOCK P.M.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3047635 8100

AUTHENTICATION: 3351939

040665766

DATE: 09-15-04

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION

Of

TRANSAMERICA COMMERCIAL REAL ESTATE FINANCE, LLC

TRANSAMERICA COMMERCIAL REAL ESTATE FINANCE, LLC, a limited liability company existing under the laws of the State of Delaware, does hereby certify as follows:

FIRST: That the name of the limited liability company (hereinafter called the "limited liability company") is TRANSAMERICA COMMERCIAL REAL ESTATE FINANCE, LLC.

SECOND: That the Secretary of State of Delaware filed the certificate of formation of the limited liability company on May 25, 1999.

THIRD: That the Article FIRST of the limited liability company is hereby amended to read in its entirety as follows:

"FIRST: The name of the limited liability company formed hereby is:

TRE COMMERCIAL FINANCE, LLC

IN WITNESS WHEREOF, the limited liability company has caused this certificate to be executed on September 14, 2004

By: Nora D. Ryan
Name: Nora D. Ryan
Its: Assistant Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:05 PM 09/14/2004
FILED 07:05 PM 09/14/2004
SRV 040665766 - 3047635 FILE