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Special Instructions to F	iling Officer:		
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ACCOUNT NO. : 072100000032
REFERENCE : 067991 4302990
AUTHORIZATION:
COST LIMIT : \$ 125.00
ORDER DATE: April 24, 2003
ORDER TIME: 10:34 AM
ORDER NO. : 067991-095
CUSTOMER NO: 4302990
CUSTOMER: Mr. Kevin Yonei Latham & Watkins Suite 4000 633 West Fifth Street Los Angeles, CA 90071 FOREIGN FILINGS AAAAA FOREIGN FILINGS
NAME: MBS GP 22, L.L.C.
XXXX QUALIFICATION (TYPE: <u>LL</u>)
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING
CONTACT PERSON: Darlene Ward EXT# 1156

EXAMINER:

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 FOREIG LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: MBS GP 22, L.L.C. (Name of foreign limited liability company) 2. Delaware (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) March 20, 2003 Perpetual (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") May 1, 2003 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 1101 Lucas Ave., 6th Fl., St. Louis, MO, 63101 Hillary B. Zimmerman (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: Mudco 4, Inc., 1101 Lucas Ave., 6th Fl., St. Louis, MO, 63101 10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records 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: Real Estate Management By: MBS 22 Special Company, as Managing Member 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.)

President

Typed or printed name of signee

Kevin J. McCormack,

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:

MBS GP 22, L.L.C.			
2. The name and the Florida street address of the registered agent and office are:	BALLA	03 MAY	
Corporation Service Company	S	7	 -
(Name)		PH	LED
1201 Hays Street	Ľ.	$\dot{\Sigma}$	
Florida street address (P.O. Box NOT ACCEPTABLE)	ND.	PH 12: 55	
Tallahassee FL 32301			
(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.

(Signature) Lynette Coleman as its agent

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

Delaware

PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MBS GP 22, 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 TWENTY-FIFTH DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MBS GP 22, L.L.C." WAS FORMED ON THE TWENTIETH DAY OF MARCH, A.D. 2003.

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



Warriet Smith Windson
Harriet Smith Windson, Secretary of State

DATE: 04-25-03

AUTHENTICATION: 2383480

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