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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Cert

July 7, 2003

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


To Whom It May Concern:

Enclosed please find the documents needed in order to allow American Residential Equities XXVIII, LLC, a Delaware limited liability corporation, to transact business within the state of Florida. Accompanying these documents, you will also find a check in the amount of \$130.00 for the following:

- Filing Fee for Application ▶ \$100.00
- Designation of Registered Agent ▶ \$25.00
- Certificate of Status ▶ \$5.00

If you have any questions please do not hesitate to contact me, Lisette de Padua at (305) 577-1011. Thank you for your time.

Very Truly Yours,



J. Lisette de Padua
General Assistant Counsel
American Residential Equities

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 14, 2003

J. LISETTE DE PADUA
1001 BRICKELL BAY DR., STE 2600
MIAMI, FL 33131

SUBJECT: AMERICAN RESIDENTIAL EQUITIES XXVIII, LLC
Ref. Number: W03000019881

We have received your document for AMERICAN RESIDENTIAL EQUITIES XXVIII, LLC and your check(s) totaling \$130.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 203A00041400

**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. American Residential Equities XXVIII, LLC
(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. June 27, 2003 5. 2008
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. has not transacted business yet
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1001 Brickell Bay Dr., Ste. 2600
Miami, FL 33131
(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:

Jeffrey Kirsch
1001 Brickell Bay Dr., Ste 2600
Miami, FL 33131

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: Acquisition of
non-performing residential first mortgages

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.)

Jeffrey L. Kirsch

Typed or printed name of signee

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**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:

American Residential Equities XXVIII, LLC

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

Jacquelyn Lisette de Padua
(Name)

1001 Brickell Bay Dr., Ste. 2600
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami FL 33131
(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)

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

Delaware

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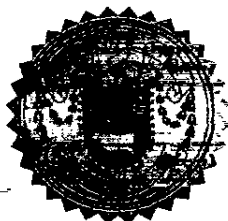
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN RESIDENTIAL EQUITIES XXVIII, 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 JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN RESIDENTIAL EQUITIES XXVIII, LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2003.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2528712

030463421

DATE: 07-15-03