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(Requestor's Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JAN 14 PM 2:59

52 01/20/04

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January 12, 2004

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 qualify our limited liability corporation, American Residential Equities XXXIII, LLC, to transact business in Florida. Also included with the documents is a check made payable to the Florida Department of State in the amount of \$130.00 which should cover the following items:

- 1) \$100.00 Filing Fee for Application
- 2) \$25.00 Designation of Registered Agent
- 3) \$5.00 Certificate of Status

Should you have any questions or concerns, please do not hesitate to contact the undersigned at (305) 577-1011. Thank you for your time.

Very Truly Yours,



Lisette de Padua

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DIVISION OF CORPORATIONS
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**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 XXXIII, 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. 1/6/04 5. 2008
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 848 Brickell Avenue, Penthouse
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:

American Residential Equities, LLC
848 Brickell Avenue, Penthouse
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 mortgages

Signature of a member of 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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JAN 14 PM 3:00

**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 XXXIII, LLC

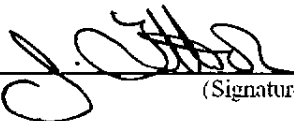
2. The name and the Florida street address of the registered agent and office are:

Lisette de Padua
(Name)

848 Brickell Avenue, Penthouse
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami FL 33131
(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)

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

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Delaware

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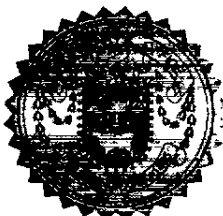
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN RESIDENTIAL EQUITIES XXXIII, 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 EIGHTH DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN RESIDENTIAL EQUITIES XXXIII, LLC" WAS FORMED ON THE SIXTH DAY OF JANUARY, A.D. 2004.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JAN 14 PM 3:00



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2859497

040015117

DATE: 01-08-04