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ACCOUNT NO. : 072100000032

REFERENCE : 601319

AUTHORIZATION

COST LIMIT : \$ 125.00

ORDER DATE: April 29, 2004

ORDER TIME : 11:16 AM

ORDER NO. : 601319-005

CUSTOMER NO: 7213672

CUSTOMER: Ms. Lisa I. Moberly

Purrington Moody Llp

Suite 115

301 North Elm Street Greensboro, NC 27401

#### FOREIGN FILINGS

NAME: MMI FUNDING, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_ CERTIFIED COPY \_\_\_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER:

### APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZA TRANSACT BUSINESS IN FLORIDA IN COMPLIANCE WITH SECIEON 608,503, FLORIDA STATUTES, THE POLLOMING IS SUBMITTED TO REGISTER A F LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: 1. MMI Funding, LLC (Name of foreign limited liability company) 2 Delaware (Jurisdiction under the law of which foreign limited liability (FEI mumber, if applicable) company is organized) 4. April 5, 2004 perpetual (Duration: Year limited liability company will cease to exist or "perpetual") (Date of Organization) 6. upon filing (Date first transacted business in Florida. (See sections 608,501, 608,502, and 817,155, F.B.) 7. 2500 Quantum Lakes Drive, Suite 108 Boynton Beach, Florida 33426 (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: Orlando Figueroa C/O Lord Securities Corp. 48 Wall Street New York, New York 10005 10. Attached is an original certificate of existence, no more than 90 days old, duly anthenticated by the official having custdy of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a fixed guidoguage, a translation of the certificate under onto of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: special purpose vehicle 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 parjury that the facts stated berein are true.)

Jim Douthitt/Authorized Representative of Member
Typed or printed name of signee

#### 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: |  |                              |               |                            |  |  |
|--|--|------------------------------|---------------|----------------------------|--|--|
| MMI  | Funding,   | LLC                          | <del></del>   | <u></u>                    |  |  |
| 2. T   | he name and                                      | I the Florida street address | of the regist | ered agent and office are: |  |  |
|  |  | Corporat                     | ion Servi     | ce Company                 |  |  |
|  | -  | (Name)                       |               |                            |  |  |
|  |  | 1201 Hays Street             |               |                            |  |  |
|  | Florida street address (P.O. Box NOT ACCEPTABLE) |                              |               |                            |  |  |
|  |  | 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.

Deborah D. Skippere) Asst. V. Pres.

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

5.00

# Delaware

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MMI FUNDING, 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 TWENTY-NINTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MMI FUNDING, LLC" WAS FORMED ON THE FIFTH DAY OF APRIL, A.D. 2004.

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

AUTHENTICATION: 3081882

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DATE: 04-29-04