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TALLAHASSEE FLORIDA



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2006 FEB 24 A 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: PRO RATE FUNDING, L.L.C.
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Denis M. Clyne (CLYNE)
(Name of Person)

Pro Rate Funding, L.L.C.
(Firm/Company)

2305 Troy Schenectady Road
(Address)

Niskayuna, New York 12309
(City/State and Zip Code)

For further information concerning this matter, please call:

John J. Gable, Esq. at (518) 786-3900
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

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**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 FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

2006 FEB 24 A 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Pro Rate Funding, L.L.C.
(Name of Foreign Limited Liability Company)

2. New York 3. 20-2983053
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 6/6/05 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 2305 Troy Schenectady Road
Niskayuna, New York 12309
(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:

Denis M. Clyne (CLYNE)

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: mortgage broker


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.)
DENIS M. CLYNE
Typed or printed name of signee

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

2006 FEB 24 A 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Pro Rate Funding, L.L.C.

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

Michael Grady
(Name)

7514 Fragancia Court
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tampa FL 33615
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, Florida Statutes.


(Signature)

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

**State of New York
Department of State } ss:**

I hereby certify, that PRO RATE FUNDING, L.L.C. a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 06/06/2005, and that the Limited Liability Company is existing so far as shown by the records of the Department.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 20th day of December two
thousand and five.*



Special Deputy Secretary of State

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