

M07000000029

Florida Department of State
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BAYVIEW FINANCIAL HOLDINGS LLC

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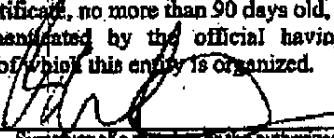
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: BAYVIEW FINANCIAL HOLDINGS LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 01/02/2007

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 06/07/2007
5. New name of the limited liability company: BAYVIEW LENDING GROUP HOLDINGS LLC
6. If the amendment changes the period of duration, indicate new period of duration:
n/a
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
n/a
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: n/a
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or an authorized representative of a member

Brian E. Bornstein, Authorized Representative

Typed or printed name of signer

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BAYVIEW FINANCIAL HOLDINGS LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BAYVIEW LENDING GROUP HOLDINGS LLC", THE SEVENTH DAY OF JUNE, A.D. 2007, AT 7:19 O'CLOCK P.M.

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TALLAHASSEE, FLORIDA



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070692973

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5745622

DATE: 06-11-07