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EXAMINER



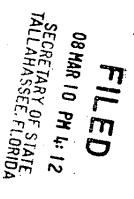
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EXAMINER





ON SERAICE COMPANY.
ACCOUNT NO. : 072100000032
REFERENCE : 478846 7621985
AUTHORIZATION : Smellelena 200
COST LIMIT : \$125.00
ORDER DATE: March 10, 2008
ORDER TIME : 1:01 PM
ORDER NO. : 478846-005
CUSTOMER NO: 7621985
FOREIGN FILINGS
NAME: MIDLAND FUNDING LLC
XXXX QUALIFICATION (TYPE: <u>LL</u>)
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING
CONTACT PERSON: Debbie Skipper EXT# 2948
EXAMINER:

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;

I. MIDLAND FUNDING LLC	
(Name of Foreign Limited Liability Company; must include "Li	mited Liability Company," "L.L.C.," or "LLC.")
(If name unavailable, enter alternate name adopted for the purpose of trensent of the managers or managing members adopting the alternate recompany," "L.I.C.," "LLC.")	ansacting business in Florida and attach a copy of the written same. The alternate name must include "Limited Liability
2. DELAWARE 3. 20	-2931611
(Jurisdiction under the law of which foreign limited liability company is organized)	(FEI number, if applicable)
	rpetual
(Date of Organization) (I	Duration: Year limited liability company will cease to its or "perpetual")
_{6.} UPON FILING	TO BE TO
(Date first transacted business in Florida, i (See sections 608.501 & 608.502 F.S. to det	f prior to registration.) ermine penalty liability)
7. 8875 AERO DRIVE, STE 200	f prior to registration.) ermine penalty liability)
SAN DIEGO, CA 92123	E.F. S. F. S.
(Street Address of Prin	ncipal Office)
8. If limited liability company is a manager-managed comp	pany, check here
9. The name and usual business addresses of the managing	members or managers are as follows:
MIDLAND PORTFOLIO SERVICES, INC.	
8875 AERO DR., STE 200	
SAN DIEGO, CA 92123	
10. Attached is an original certificate of existence, no more than 90 days of the jurisdiction under the law of which it is organized. (A photocopy is not ranslation of the certificate under eath of the translator must be submitted.)	acceptable. If the certificate is in a foreign language, a
11. Nature of business or purposes to be conducted or pron	noted in Florida:
HOLDING COMPANY	
R. Fourth	
Signature of a member or an authoriz (In accordance with section 608.408(3), F.S., the an affirmation under the penalties of perjury that	execution of this document constitutes

Typed or printed name of signee

ROBIN R. PRUITT

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:			
MIDLAND FUNDING, LLC			
If name unavailable, the alternate name to be used in th	e state of Florida is:		
2. The name and the Florida street address of the regist	tered agent and office are:		
Corporation Service Company			
(Name)			
1201 Hays Street			
Florida Street Address (P.O. Bo	x <u>NOT</u> acceptable)		
Tallahassee	32301		
City/Stat	e/Zip		
Having been named as registered agent and to accept ser liability company at the place designated in this certificat agent and agree to act in this capacity. I further agree to relating to the proper and complete performance of my dobligations of my position as registered agent as provided Corporation Service Company BY: Olloch Designature)	te, I hereby accept the appointment as registered comply with the provisions of all statutes uties, and I am familiar with and accept the		

\$ 100.00

\$ 25.00 \$ 30.00

\$ 5.00

Deborah D. Skipper Asst. V. Pres.

Filing Fee for Application

Certified Copy (optional)
Certificate of Status (optional)

Designation of Registered Agent

Delaware

PAGE

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MIDLAND 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 ELEVENTH DAY OF JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MIDLAND FUNDING LLC" WAS FORMED ON THE FIRST DAY OF JUNE, A.D. 2005.

3978393 8300

080037311

Harriet Smith Windsor, Secretary of State **AUTHENTICATION:** 6305863

DATE: 01-11-08

Varuet Smith Hindren

You may verify this certificate online at corp.delaware.gov/authver.shtml