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B. KOHR MAY - 1 2009

EXAMINER



ACCOUNT NO. : I2000000195

REFERENCE: 979033 7341234

AUTHORIZATION : /

COST LIMIT :

ORDER DATE: May 1, 2009

ORDER TIME : 11:59 AM

ORDER NO. : 979033-005

CUSTOMER NO: 7341234

FOREIGN FILINGS

NAME: MBS GP 125, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

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:

LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:
1. MBS GP 125, L.L.C.
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")
₂ Delaware ₃ 73-1730556
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized)
4. February 7, 2005 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon registration
(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)
7 1415 Olive Street, Suite 310
Saint Louis, MO 63103-2334 (Street Address of Principal Office) 8. If limited liability company is a manager-managed company, check here
(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:
MUDCO 4, Inc.
1415 Olive Street, Suite 310
Saint Louis, MO 63103-2334
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:
To serve as General Partner of Canyon Walk Housing Partners, Ltd. (FL Limited Partnership)
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.)
Hillary B. Zimmerman, Vice President of MUDCO 4, Inc., Sole 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 Compa	any is:
MBS GP 125, L.L.C.	
If name unavailable, the alternate name to be	used in the state of Florida is:
2. The name and the Florida street address o	of the registered agent and office are:
Corporation Service Company	
	(Name)
1201 Hays Street	
Florida Street Addre	ess (P.O. Box <u>NOT</u> ACCEPTABLE)
Tallahassee	FL
	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)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "MBS GP 125, L.L.C." 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 FIRST DAY OF MAY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MBS GP 125, L.L.C." WAS FORMED ON THE SEVENTH DAY OF FEBRUARY, A.D. 2005.

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

3922537 8300

090418954

DATE: 05-01-09

AUTHENTY CATION: 7277247

You may verify this certificate online at corp.dalaware.cov/authyer.shtml