

MUSOUU002414

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

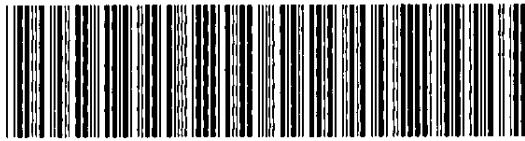
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JUN 25 2009
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09 JUN 24 PM 4:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

09 JUN 24 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED



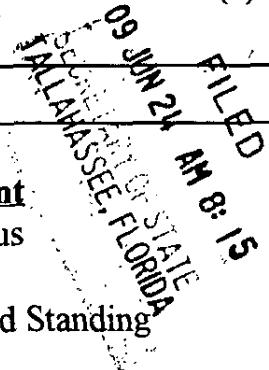
UCC FILING & SEARCH SERVICES, INC.
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(850) 681-6528

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June 24, 2009

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Potomac Secured Funding, LLC



Filing Evidence

Plain/Confirmation Copy
 Certified Copy

Type of Document

Certificate of Status
 Certificate of Good Standing
 Articles Only
 All Charter Documents to Include Articles & Amendments
 Fictitious Name Certificate
 Other

Retrieval Request

Photocopy
 Certified Copy

| NEW FILINGS | |
|-------------|-------------------|
| | Profit |
| | Non Profit |
| | Limited Liability |
| | Domestication |
| | Other |

| AMENDMENTS | |
|------------|------------------------------------|
| | Amendment |
| | Resignation of RA Officer/Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| OTHER FILINGS | |
|---------------|------------------|
| | Annual Reports |
| | Fictitious Name |
| | Name Reservation |
| | Reinstatement |

| REGISTRATION/QUALIFICATION | |
|----------------------------|-------------------|
| | Foreign |
| X | Limited Liability |
| | Reinstatement |
| | Trademark |
| | Other |

**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:*

1. Potomac Secured Funding, LLC

(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

(Jurisdiction under the law of which foreign limited liability company is organized)

3.

(FEI number, if applicable)

4. June 2, 2009

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. June 2, 2009

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

7. 75 Second Avenue, Suite 605

Needham, MA 02494

(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:

Daniel M. Palmier

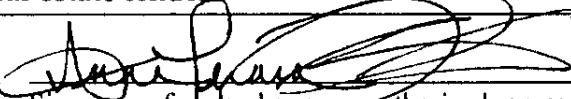
75 Second Avenue, Suite 605

Needham, MA 02494

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: _____

Commercial real estate lender



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.)

Anna Maria Collins

Typed or printed name of signee

09 JUN 24 2009
AM 8:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Potomac Secured Funding, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

United Corporate Services, Inc.

(Name)

9200 South Dadeland Boulevard, Suite 508

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Miami

FL

33156

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.

United Corporate Services, Inc.

BY:

Dulce A. Brown, Inc.
(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 "POTOMAC SECURED 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-FOURTH DAY OF JUNE, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "POTOMAC SECURED FUNDING, LLC" WAS FORMED ON THE SECOND DAY OF JUNE, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4693677 8300

090644214

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7381014

DATE: 06-24-09