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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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MAIL

(Business Entity Name)

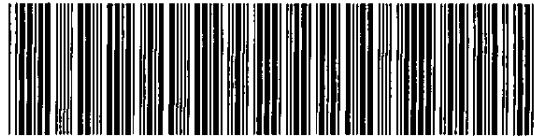
(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



700 W. 47th Street, Suite 1000
Kansas City, MO 64112
(816) 753-1000
Facsimile: (816) 753-1536
www.polsinelli.com

Nadene M. McGuire
(816) 360-4326
nmcguire@polsinelli.com

September 15, 2009

BY FEDERAL EXPRESS

Florida Secretary of State
Corporation Division
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Palm Garden Acquisition – 10051282 LLC

Dear Ladies and Gentlemen:

Enclosed are the following documents for the above-referenced limited liability company that we are forwarding to you for processing:

1. Cover Letter
2. Duplicate copies of an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
3. Duplicate copies of a Certificate of Designation of Registered Agent/Registered Office.
4. Certificate of Good Standing from Delaware Secretary of State.
5. Check in the amount of \$125.00 to cover the filing fee.

Please forward evidence of filing of the Application to the undersigned.

If you have any questions, please let us know.

Very truly yours,

A handwritten signature in cursive script that reads "Nadene M. McGuire".

Nadene M. McGuire
Paralegal

NMM
Enclosures
025319 / 401856
NMMCG 1788037.1

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Palm Garden Acquisition - 10051282 LLC
(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:

Nadene McGuire, Paralegal

(Name of Person)

Polsinelli Shughart PC

(Firm/Company)

700 West 47th Street, Suite 1000

(Address)

Kansas City, MO 64112

(City/State and Zip Code)

For further information concerning this matter, please call:

Nadene McGuire

(Name of Person)

at (816) 360-4326

(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

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Palm Garden Acquisition - 10051282 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 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 10, 2009 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 911 Main Street, Suite 1500, Kansas City, MO 64105
(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:

KeyCorp Real Estate Capital Markets, Inc., solely in its capacity as special servicer and authorized agent for
the Member under the Pooling and Servicing Agreement

911 Main Street, Suite 1500, Kansas City, MO 64105

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 conduct a real estate investment business and all activities related thereto and in connection therewith, and to
conduct any and all other business that limited liability companies may lawfully perform in Florida.

U.S. Bank, National Association, a National Bank, as Trustee for Registered Holders of WAMU Commercial Mortgage Securities Trust 2006-SL1, Commercial Mortgage Pass-Through Certificates Series 2006-SL1

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.)

By: KeyCorp Real Estate Capital Markets, Inc. solely in its capacity as special servicer and authorized agent for the Member under the Pooling and Servicing Agreement

By: David S. Baswell Type or printed name of signee
Name: David S. Baswell Title: Vice President

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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:

Palm Garden Acquisition - 10051282 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:

NRAI Services, Inc.

(Name)

2731 Executive Park Drive, Suite 4

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

Weston

FL 33331

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.

NRAI Services, Inc.

By: Sean L. Emerick

(Signature)

Sean L. Emerick, Asst. Secretary

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALM GARDEN ACQUISITION - 10051282 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 FOURTEENTH DAY OF SEPTEMBER, A.D. 2009.



4729528 8300

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7524607

DATE: 09-14-09