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## Foreign Limited Liability Company PRUDENTIAL MORTGAGE CAPITAL COMPANY, LLC

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MAY 25 2011

**EXAMINER** 

#### COVER LETTER

SUBJECT: Prudential Mortgage Capital Con	Name of Limited Liability Company	
	Mane of Figures Mitting Combails	
	Liability Company for Authorization to Transact Business in Florida," Cert the above referenced foreign limited liability company to transact business i	
Please return all correspondence concerning th	is matter to the following:	
	Judy Rogers	
,	Name of Person	
	Frudential Mortgage Capital Company, LLC	
	Firm/Company	
Four Gatewa	y Center, 8th Floor, 100 Mulberry St.	
	Address	
	Newark, NJ 07102	
	City/State and Zip Code	
•	dishom.burgess@prudential.com	
E-mail addre	ss: (to be used for future annual report notification)	
or further information concerning this matter,	please call:	
Tude Demana		
Judy Rogers Name of Person	ar (973 ) 367-1773  Area Code & Daytime Telephone Number	
MAILING ADDRESS:	STREET ADDRESS:	
Division of Corporations	Division of Corporations	
Registration Section	Registration Section	
P.O. Box 6327	Clifton Building	
Tallahassee, FL 32314	2661 Executive Center Circle Tallahassoc, FL 32301	

#### 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 LIMITALLY COMPANY TO TRANSACTIBLISHNESS IN THE STATE OF FLORIDA.

2. Delaware  [Jurisdiction under the law of which foreign limited liability company is organization  [Date of Organization]  5. Perpenual  [Durallon: Year limited liability company will cease to exist or "perpetual")  6. Upon Qualification  [Date first transacted business in Florids, If prior to registration.)  (See sections 608.501 & 608.502 F.S. to determine penalty liability)  7. Four Gateway Center, 8th Floor, 100 Mulberry St., Newark, NJ 07102  (Street Address of Principal Office)  (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: P.S.  PMCC Holding Company. Four Gateway Center, 8th Floor, 100 Mulberry St., Newark, NJ 07102  9. The name and usual business addresses of the managing members or managers are as follows: P.S.  10. Attached is an original certificate of ecistence, 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 fineign language, a translation of the certificate under cash of the translator must be submitted.)  11. Nature of business or purposes to be conducted or promoted in Florida:  Commercial mortgage lending  Commercial mortgage lending  Commercial mortgage lending  Commercial mortgage lending  A. Land M. Land M.  Signifure of a member or an authorized representative of a member.  (In accordance with section 608.408(3), F.S., the execution of this document contributes an affirmation under the ponalities of perjuty that the facts stated have are one. I an aware that any false information submitted in a document to the Department of State constitutes as hird deper felony as provided for in 2.113.5, F.S.)  Joanne McCarthy, Vice President of PMCC Bolding Company,	COL	name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the neent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liabi impany," "L.L.C," "LLC.")		
(Date of Organization)  (Date first transacted business in Florida, if prior to registration.)  (See sections 608.501 & 608.502 F.S. to determine penalty liability)  7. Four Gateway Center, 8th Floor, 100 Mulberry St., Newark, NJ 07102  (Street Address of Principal Office)  8. If limited liability company is a manager-managed company, check here (Fig. 2)  9. The name and usual business addresses of the managing members or managers are as follows: (Fig. 2)  PMCC Holding Company. Four Gateway Center, 8th Floor, 100 Mulberry St., Newark, NJ 07102  10. Attached is an original catificate of existence, no make than 90 days old, duly authenticated by the official baving 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 funcion language, a translation of the certificate under onth of the translator must be submitted.)  11. Nature of business or purposes to be conducted or promoted in Florida:  Commercial mortgage lending  Commercial mortgage lending  (In accordance with section 608.4083). F.S., the association of this document contitutes an affirmation under the ponalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)  Joanne McCarthy, Vice President of PMCC Holding Company,	2	Delaware  3. 22-3529425 (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)	-	
(Date first transacted business in Florida, If prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)  7. Four Gateway Center, 8th Floor, 100 Mulberry St., Newark, NJ 07102  (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:  PMCC Holding Company . Four Gateway Center, 8th Floor, 100 Mulberry St., Newark, NJ 07102  10. Addeded 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 fineign language, a translation of the certificate under oath of the translation must be submitted.)  11. Nature of business or purposes to be conducted or promoted in Florida:  Commercial mortgage lending  (In accordance with section 608.408(3), F.S., the avecution of this document continues an affirmation submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)  Joanne McCarthy. Vice President of PMCC Bolding Company,	4.	(Date of Organization) (Duration: Year limited liability company will cease to	-	
(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:  PMCC Holding Company, Four Gateway Center, 8th Floor, 100 Mulberry St., Newark, NJ 07102  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 fireign 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 mortgage lending  Commercial mortgage lending  The Cartery  Signsture 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 ponsities of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)  Joanne McCarthy, Vice President of PMCC Holding Company.	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)	<b>-</b>	
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		(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the ponalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a		•
Typed of printed name of signee it is Member				

### 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:					
Prudential Mortgage Capital Company, LLC  If unavailable, the alternate to be used in the state of Florida is:					
	C T Corporation System				
	(Name)				
	1200 South Pine Island Road  et Address (P.O. Box NOT ACCEPTABLE)				
	Plantation FL 33324 City/State/Zip				
liability company at the place designated agent and agree to act in this capacity. I relating to the proper and complete perforbligations of my position as registered a CT Corporation System By:	and to accept service of process for the above stated limited in this certificate, I hereby accept the appointment as registered further agree to comply with the provisions of all statutes formance of my duties, and I am familiar with and accept the agent as provided for in Chapter 608, Florida Statutes, Robert O'Syme Assistant Secretary  Signature)  Signature)				
\$ 100 \$ 25. \$ 30. \$ 5.	.00 Designation of Registered Agent				

# Delaware

PAGE 1

#### The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRUDENTIAL MORTGAGE CAPITAL COMPANY, 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-THIRD DAY OF MAY, A.D. 2011.

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

2762895 8300

110596806

Jettrey W. Sullock, Secretary of State
AUTHENTY CATION: 8779955

DATE: 05-23-11

You may verily this corrificate only at corp.delaware.gov/authour.shtml