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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
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Fax Number : (850) 878-5368

L. SEILERS

DEC 14 2011

EXAMINER

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

Foreign Limited Liability Company  
BAYVIEW CAPITAL GP IIIa, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Bayview Capital GP IIIa, 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:

Brian E. Bomstein

Name of Person

Bayview Asset Management, LLC

Firm/Company

4425 Ponce de Leon Blvd.

Address

Coral Gables, FL 33146

City/State and Zip Code

christineraymond@bayviewassetmanagement.com

E-mail address (to be used for future annual report notification)

For further information concerning this matter, please call:

Antonio Chimianto

Name of Person

at ( 305 ) 854-8880

Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
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 608.303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Bayview Capital GP IIIa, 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," "LLC," "LLC.")

2. Delaware 3. 45-351-5948  
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. 09/27/2011  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 4425 Ponce de Leon Blvd., 5th Floor  
Coral Gables, FL 33146  
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒ **X**

- 9. The name and usual business addresses of the managing members or managers are as follows:**

**David Ertel**

4425 Ponce de Leon Blvd., 5th Floor  
Coral Gables, FL 33146

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: General Partner of Bayview Opportunity Domestic IIIa, L.P. and Bayview Opportunity Master Fund IIIa, L.P.

Signature of a member or an authorized representative of a member.

(In accordance with section 601.408(3), F.S., the execution of this document constitutes an affirmation under the penalties 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 § 817.155, F.S.

Brian E. Domatein, Sr. Vice President  
Typed or printed name of signee

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 DEC 13 AM 9:10

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ALBANY, N.Y.  
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**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:

Bayview Capital GP IIIA, LLC

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

\_\_\_\_\_

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

Brian E. Bomstein

(Name)

4425 Ponce de Leon Blvd.

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

Coral Gables, FL 33146

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.*

CT Corporation System

By:

Brian E. Bomstein

(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

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAYVIEW CAPITAL GP IIIA, 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 FIFTH DAY OF OCTOBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BAYVIEW CAPITAL GP IIIA, LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2011.

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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9075199

DATE: 10-05-11