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Foreign Limited Liability Company
Mortgage Note Capital Investors LLC

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**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. Name of Foreign Limited Liability Company: MORTGAGE NOTE CAPITAL INVESTORS LLC
2. Jurisdiction under the law of which foreign limited liability company is organized: SOUTH DAKOTA
3. FEI number: 45-3679716
4. Date of Organization: October 24, 2011
5. Duration of limited liability company: PERPETUAL
6. Date first transacted business in Florida, if prior to registration: N/A
7. Street Address of Principal Office: 7777 Glades Road, Suite 300
Boca Raton, FL 33434
8. If limited liability company is a manager-managed company, check here [X]
9. The name and usual business address(es) of the managing members or managers are as follows: JMLBVR, Inc., P.O. Box 460010, Fort Lauderdale, Florida 33346
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.
11. Nature of business or purposes to be conducted or promoted in Florida: Any and all lawful business.

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

JMLBVR, INC., a Florida corporation, its
Manager

By

Jeffrey I. Sherrin, President

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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:

MORTGAGE NOTE CAPITAL INVESTORS LLC

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

BCRA, LLC
7777 Glades Road
Suite 300
Boca Raton, Florida 33434

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.

BCRA, LLC, a Florida limited liability
company, Registered Agent

By: 

David J. Powers, Manager

4828-1502-1385.1
36691/0006

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State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Existence Limited Liability Company

ORGANIZATIONAL ID #: DL026057

I, Jason M. Gant, Secretary of State of the State of South Dakota, do hereby certify that **MORTGAGE NOTE CAPITAL INVESTORS LLC** was duly organized under the laws of this state on **October 24, 2011** for a **perpetual** term of existence.

I, further certify that said Limited Liability Company has complied with the laws of this State relative to the formation of Limited Liability Companies of its kind and is now a regularly and properly organized and existing Limited Liability Company under the laws of this State and is in good standing, as shown by the records of this office. The annual report required by law has been filed with our office and articles of termination have not been filed. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the Limited Liability Company's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this April 18, 2013.

A handwritten signature in cursive script, reading "Jason M. Gant".

Jason Gant
Secretary of State