



THE UNITED STATES
CORPORATION
COMPANY

M970000000022

ACCOUNT NO. : 072100000032

REFERENCE : 231929 55379A

AUTHORIZATION : Patricia Pajot

COST LIMIT : \$ 140.00

ORDER DATE : January 22, 1997

ORDER TIME : 8:48 AM

ORDER NO. : 231929-005

CUSTOMER NO: 55379A

200002067492--3

CUSTOMER: Ms. Colleen D. Andrews
Green Park Financial Limited
7500 Old Georgetown Road
Suite 800
Bethesda, MD 20814

FOREIGN FILINGS

NAME: WALKER & DUNLOP GP, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 24 AM 10:23
RECEIVED
97 JAN 24 AM 9:49
DIVISION OF CORPORATION

BK
1/24/97

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. Walker & Dunlop GP, LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware

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

3. 52-2002612

(FEI number, if applicable)

4. October 22, 1996

(Date of Organization)

5. December 31, 2044

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

6. Have yet to transact business in Florida.

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 7500 Old Georgetown Road, Suite 800

Bethesda, MD 20814

(Street address of principal office)

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8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.

(attach additional page if necessary)

NAME AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Mallory Walker</u>	<u>Managing Member</u>	<u>Mitchell M. Gaynor</u>	<u>Member</u>
<u>7500 Old Georgetown Rd.</u>		<u>7500 Old Georgetown Rd.</u>	
<u>Suite 800</u>		<u>Suite 800</u>	
<u>Bethesda, MD 20814</u>		<u>Bethesda, MD 20814</u>	
<u>Merrill A. Yavinsky</u>	<u>Member</u>	_____	_____
<u>7500 Old Georgetown Rd.</u>		_____	
<u>Suite 800</u>		_____	
<u>Bethesda, MD 20814</u>		_____	

Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Walker & Dunlop GP, LLC

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 25,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0.00 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 25,000.00 . This total includes amounts from 2 and 3 above.

Walker & Dunlop GP, LLC,
a Delaware limited liability company

BY:

Mary Ellen Slavinskas

Signature of a member or authorized representative of a member
(in accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Mary Ellen Slavinskas
Vice 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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Walker & Dunlop GP, LLC

2. The name and address of the registered agent and office is:

Corporation Service Company
(Name)
1201 Hays Street
(P.O. Box or Mail Drop Box NOT acceptable)
Tallahassee, FL 32301
(City/State/Zip)

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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.

Corporation Service Company

By: Deborah D. Skipper
(Signature)

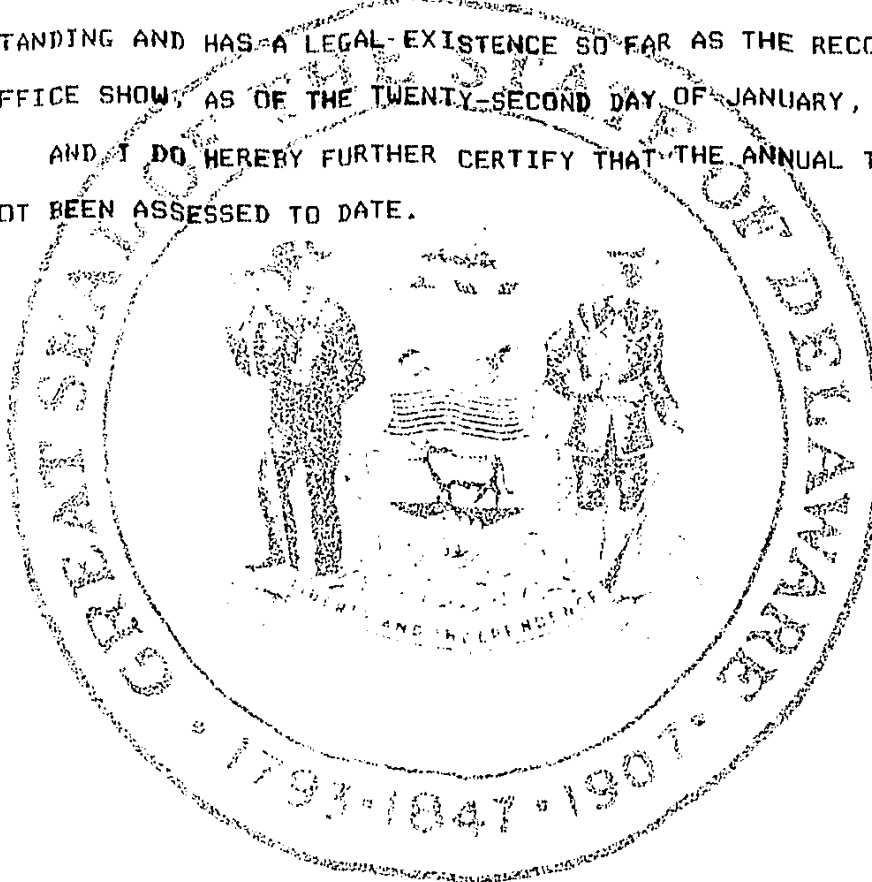
Deborah D. Skipper, As Agent

January 24, 1997
(Date)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WALKER & DUNLOP GP, 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-SECOND DAY OF JANUARY, A.D. 1997.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8295628

01-22-97