

M97000000859



ACCOUNT NO. : 072100000032

REFERENCE : 628261 4300092

AUTHORIZATION : Patricia Pignatelli

COST LIMIT : \$ 285.00

FILED  
97 DEC 17 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 9, 1997

ORDER TIME : 10:42 AM

ORDER NO. : 628261-040

CUSTOMER NO: 4300092

8000002371688--1

CUSTOMER: Edward Meertins-george, Esq  
Schulte Roth & Zabel LLP  
900 Third Avenue

New York, NY 10022

CM

FOREIGN FILINGS

~~628261-040~~

NAME: PLEDGED PROPERTY III 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: Daniel W Leggett

RECEIVED  
97 DEC 15 AM 11:38  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 15, 1997

DANIEL W LEGGETT  
CSC  
TALLAHASSEE, FL

SUBJECT: PLEDGED PROPERTY III LLC  
Ref. Number: W97000027910

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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We have received your document for PLEDGED PROPERTY III LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 197A00058901

**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. Pledged Property III 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. \_\_\_\_\_

(FEI number, if applicable)

4. April 4, 1997

(Date of Organization)

5. Perpetual

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

6. Upon Filing.

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

7. 335 Madison Avenue, 26th Floor

New York, NY 10017

(Street address of principal office)

8. List name, title, business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

**NAME:**

**TITLE:**

**ADDRESS:**

Attn: Eric Freeman  
Credit-Based Asset  
Servicing and  
Securitization LLC


Managing  
Member

335 Madison Avenue, 26th Floor  
New York, New York 10017

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

The undersigned member or authorized representative of a member of Pledged  
Property III LLC deposes and says:

- 1) the above named limited liability company has at least one member
- 2) the total amount of cash contributed by the member(s) is \$ 10,000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ N/A. 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)  
\$ 10,000. This total includes amounts from 2 and 3 above.

  
Eric Freeman, Senior Vice-President & Treasurer

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.)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Filing Fee: \$ 52.50 for Affidavit**

**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: Pledged Property III LLC

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

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, Florida 32301

(City/State/Zip)

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TALLAHASSEE, FLORIDA

*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.*

By:

Vicki Schreiber Asst. V.P.  
(Signature)

12/12/97  
(Date)

**Filing Fee: \$35 for Designation of Registered Agent**

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PLEDGED PROPERTY III 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 TENTH DAY OF DECEMBER, A.D. 1997.

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



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97 DEC 17 PM 1:47  
SECRETARY OF STATE  
DELAWARE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

2737125 8300

AUTHENTICATION: 8801646

971421556

DATE: 12-10-97