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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: PROSKAUER ROSE GOETZ & MENDELSON
CONTACT: KATHY RASLER
PHONE: (561)995-4751

ACCT#: 074673001063

FAX #: (561)241-7145

NAME: HUDSON HEIGHTS MORTGAGE LLC
AUDIT NUMBER.....H97000020732
DOC TYPE.....FOREIGN LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$337.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
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** ENTER 'M' FOR MENU. **

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Name	OK
Availability	OK
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Examiner	OK
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Updater	OK
Verifier	OK
Acknowledgment	OK
W. P. Verify	OK

DEC 17'97 15:56 FR PROSKAUER ROSE 2

561 241 8153 TO 9701#18509224000 P.01/17

12/17/97

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NAME: ~~HUDSON HEIGHTS MORTGAGE LLC~~ *BALINT DRIVE MORTGAGE LLC*
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note correction

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1997

KATHY RASLER
PROSKAUER ROSE GOETZ MENDELSON
2255 GLADES ROAD, SUITE 340W
BOCA RATON, FL 33432

SUBJECT: HUDSON HEIGHTS MORTGAGE LLC
REF: W97000028114

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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.

The name listed on the designation of registered agent, affidavit, and the certificate of status is BALINT DRIVE MORTGAGE LLC instead of HUDSON HEIGHTS MORTGAGE LLC. On the affidavit on line 3 a description of property of \$900,000 must be attached.

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) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: E97000020732
Letter Number: 497A00059285

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

DEC 17 '97 12:10

(904)922-3709 PAGE.001

**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:**

- 91 DEC 17 PM 4: 30
STATE EX-105
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
----------------------------	---------------	----------------------------	---------------

Boca Raton, FL 33432

George A. Pincus, Esq.
Fl Bar 0771643
2255 Glades Road, Suite 340W
Boca Raton, Fl 33431
(561) 995-4781

Fee: \$ 52.50 for Application

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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: BALINT DRIVE MORTGAGE LLC

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

CT Corporation System

(Name)

1200 S. Pine Island Rd.(P.O. Box or Mail Drop Box ~~NOT~~ acceptable)Plantation, FL 33324

(City/State/Zip)

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SECRETARY OF STATE
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.

Vicky Goldstein
(Signature)

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

12/15/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of _____

_____ BALINT DRIVE MORTGAGE 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 \$ none
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 900,000 . 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
\$ 900,000 . This total includes amounts from 2 and 3 above.



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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TALLAHASSEE, FLORIDA

Filing Fee: \$ 52.50 for Affidavit

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DEC 17 '97 16:02 FR PROSKAUER ROSE 2 .561 241 8153 TO 9701#18509224000 P.06/17

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DESCRIPTION OF PROPERTY

A group of individual loans appurtenant to cooperative apartments in New York.

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TALLAHASSEE, FLORIDA

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PAGE 1

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BALINT DRIVE MORTGAGE 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 FIFTEENTH DAY OF DECEMBER, A.D. 1997.

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

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97 DEC 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2690048 8300

971428886

8811333

12-15-97