

THE UNITED STATES
CORPORATION
COMPANY

M97000000873

ACCOUNT NO. : 072100000032

REFERENCE : 643361 4347123

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pizito

ORDER DATE : December 19, 1997

ORDER TIME : 10:10 AM

100002378901--8

ORDER NO. : 643361-010

CUSTOMER NO: 4347123

CUSTOMER: Cheryl Keller, Paralegal
Mayer, Brown & Platt
2000 Pennsylvania Ave., N.W.
Suite 6500
Washington, DC 20006

FOREIGN FILINGS

NAME: FAC MORGAGE LLC

FILED
97 DEC 22 PM 12:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

BSK

12/22/97

RECEIVED
97 DEC 22 AM 11:35
JIMMY L. LAMONTAGNA
QUALIFICATION

**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:*

FILED
9-22-22 PM 12:54
CLERK OF STATE
TALLAHASSEE FLORIDA

1. FAC MORTGAGE 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. 12/17/97

(Date of Organization)

5. 12/31/2096

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

6. Upon qualification

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

7. 11000 Regency Parkway, Third Floor, East Tower

Cary, North Carolina 27511

(Street address of principal office)

8. List name, title, and 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 & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

FAC REALTY TRUST, INC.

MGRM

11000 Regency Parkway

Third Floor, East Tower

Cary, North Carolina 27511

**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: FAC MORTGAGE LLC

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

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)

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: Karen B. Rozar

(Signature)

Karen B. Rozar, As Its Agent

December 22, 1997

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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

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TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of FAC MORTGAGE PLC
_____ deposes and says:

- 1) the above named limited liability company has ~~at least two members~~ solely one member
- 2) the total amount of cash contributed by the member(s) is \$ 0
- 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) is
\$ 0 . This total includes amounts from 2 and 3 above.

BY: **FAC REALTY TRUST, INC.** (managing member)
by: **Michaela M. Twomey**
Senior Vice President and General Counsel

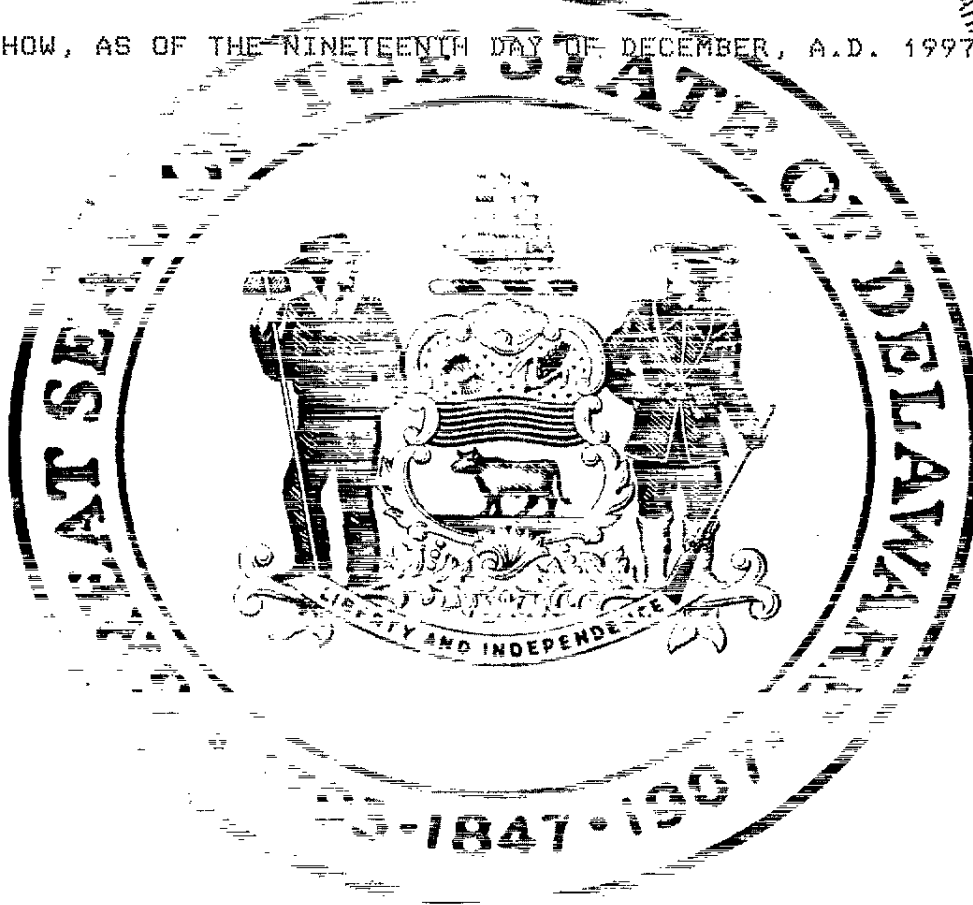


Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$ 52.50 for Affidavit

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAC 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 NINETEENTH DAY OF DECEMBER, A.D. 1997



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 DEC 22 PM 12:54
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8825631

12-19-97