

M98000000764



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 883463 4370536

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 285.00

ORDER DATE : July 7, 1998

ORDER TIME : 9:26 AM

ORDER NO. : 883463-005

CUSTOMER NO: 4370536

CUSTOMER: Mr. Cliff Bernstein  
Alan M. Tarter, Esq.  
470 Park Avenue South  
6th Floor  
New York, NY 10016

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TALLAHASSEE, FLORIDA

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FOREIGN FILINGS

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*CM*

NAME: THE NEW YORK MORTGAGE COMPANY,  
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: Christopher Smith

DIVISION OF CORPORATION

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# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. The New York Mortgage Company, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if no so contained in the name at present.)
2. New York  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-4011600  
(FEI number, if applicable)
4. June 12, 1998  
(Date of Organization)
5. December 31, 2044  
(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. 304 Park Ave. So., 7th Floor  
New York, NY 10010  
(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:
<u>Steven Schnall</u> <u>7th Floor</u> <u>304 Park Ave. South</u> <u>New York, NY 10010</u>	<u>Member</u>	<u>Joseph Fierro</u> <u>7th Floor</u> <u>304 Park Ave. South</u> <u>New York, NY 10010</u>	<u>Member</u>
<u>New York Mortgage Corp.</u> <u>7th Floor</u> <u>304 Park Ave. South</u> <u>New York, NY 10010</u>	<u>Member</u>		
<u>First Security</u> <u>Financial Services, Inc.</u> <u>7th Floor</u> <u>304 Park Ave. South</u> <u>New York, NY 10010</u>	<u>Member</u>		

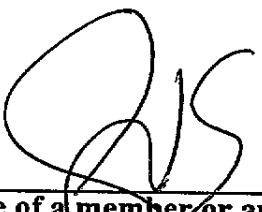
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

The undersigned member or authorized representative of a member of \_\_\_\_\_  
The New York Mortgage Company, LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$1,060,000;
- 3) if any, the agreed value of property <sup>\*</sup> other than cash contributed by member(s) is \$165,802;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$1,225,802 -  
(This total includes amounts from 2 and 3 above.)

  
\_\_\_\_\_  
**Signature of a member or an 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.)

Joseph V Fierro, Chief Operating Officer  
\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

\* (furniture, equipment and other  
office equipment, i.e. computers and photocopiers)

**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:

The New York Mortgage Company, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. 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: Vicki Schreiber

(Signature)

Vicki Schreiber, Asst. V.P.

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

**State of New York** | **ss:**  
**Department of State**

I hereby certify, that THE NEW YORK MORTGAGE COMPANY, LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 06/12/1998, and that the limited liability company is subsisting so far as shown by the records of the Department.

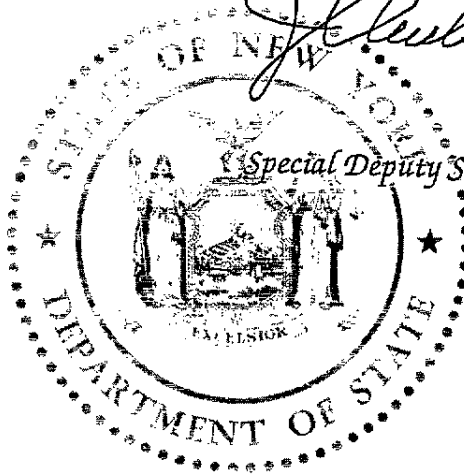
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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 09th day of July  
one thousand nine hundred and  
ninety-eight.*



*Special Deputy Secretary of State*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA