



THE UNITED STATES  
CORPORATION  
COMPANY

99000001784

ACCOUNT NO. : 072100000032

REFERENCE : 478432 7142920

AUTHORIZATION :

COST LIMIT : \$ 125.00

*Patricia Pigut*

ORDER DATE : November 11, 1999

ORDER TIME : 10:17 AM

ORDER NO. : 478432-015

000003042550--8

CUSTOMER NO: 7142920

CUSTOMER: Ms. Elaine Rust  
Parallel Commercial Capital  
380 Madison Avenue

New York, NY 10017

*1999-1784*

FOREIGN FILINGS

NAME: PARALLEL CAPITAL 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: Tamara Odom

99 NOV 12 PM 2:11  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 NOV 12 AM 11:29  
RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

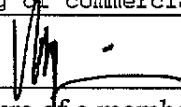
*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Parallel Capital LLC  
(Name of foreign limited liability company)
2. Delaware 3. 13-4014344  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 27, 1998 5. perpetual  
(Date of Organization) (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, F.S.))
7. 380 Madison Ave., 7th Floor  
New York, NY 10017  
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The usual business addresses of the managing members or managers are as follows:
- |                            |   |
|----------------------------|---|
| <u>Kenneth Schechter</u>   | <u>380 Madison Ave. 7th Floor, New York, NY 10017</u> |
| <u>Robert Schneiderman</u> | <u>380 Madison Ave. 7th Floor, New York, NY 10017</u> |

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TALLAHASSEE FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: Origination and closing of commercial mortgage loans.

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Robert Schneiderman, Manager / Executive Vice Pres.  
Typed or printed name of signee

**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:

Parallel Capital 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 as provided for in Chapter 608, F.S..*

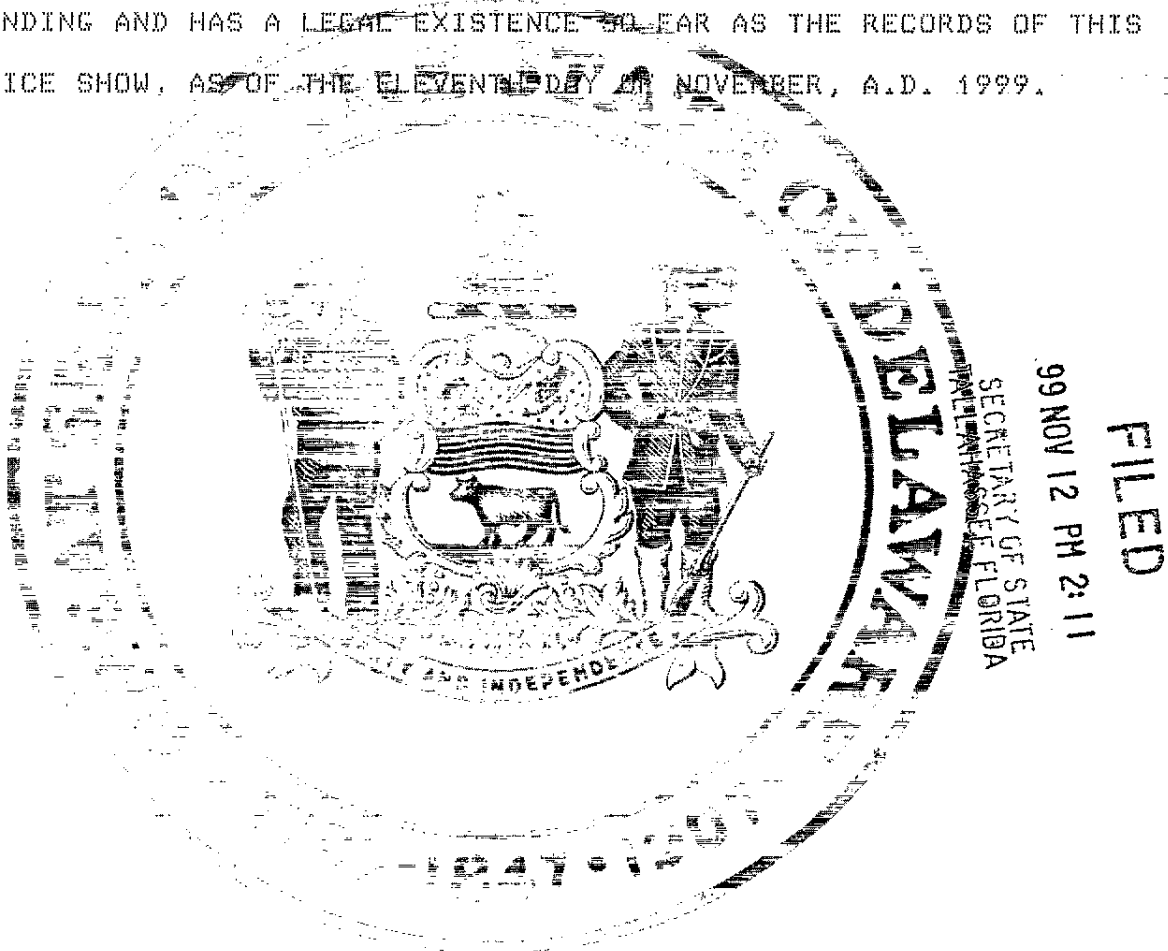


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARALLEL CAPITAL 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 ELEVENTH DAY OF NOVEMBER, A.D. 1999.



FILED

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SECRETARY OF STATE  
WILMINGTON, DELAWARE

*Edward J. Freel*

Edward J. Freel, Secretary of State



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991481009

AUTHENTICATION:

0076489

DATE:

11-11-99