

Filing Fee: \$150.00

ID Number: 129453



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

GMAC Commercial Finance LLC (LC) 81061 94742 31326 OK 02/02/03 3/13/03

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is 02/07/2002

5. The period of duration of the limited liability company is (if perpetual, so state) perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

10 Weybosset Street
(Street Address, not P.O. Box)

Providence, RI
(City/Town)

02903
(Zip Code)

and the name of the resident agent at such address is C T Corporation System
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street,
Wilmington, DE 19801

9. The mailing address for the limited liability company is:

3000 Town Center, Suite 280, Southfield, MI 48075

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By [Signature] 3/13/03

10. The limited liability company is to be managed by:

(Check one box only)

☒ its members or ☐ by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

<u>Manager</u>	<u>Address</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

12. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 1/6/03

GMAC Commercial Finance LLC

Print Exact Name of Limited Liability Company Making Application

By Justin M. Yantges
Signature of authorized person
Assistant Secretary, General Motors
Acceptance Corporation, Sole Member

CONSENT TO USE OF NAME

The undersigned hereby certifies that the proposed name GMAC Commercial Finance LLC does not so nearly resemble General Motors Acceptance Corporation ("GMAC"), or any of GMAC's wholly-owned direct or indirect subsidiaries or registered DBA names listed below, as to tend to confuse or deceive, and that consent is hereby granted for the use of such name.

GMAC Commercial Mortgage Corporation
GMAC Financial Services Corporation
GMAC Financial Services
GMAC Leasing Corporation

Dated: January 15, 2003

GENERAL MOTORS ACCEPTANCE CORPORATION

By Justine M. Lantgios
Justine M. Lantgios, Assistant Secretary

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GMAC COMMERCIAL FINANCE 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 NINTH DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GMAC COMMERCIAL FINANCE LLC" WAS FORMED ON THE SEVENTH DAY OF FEBRUARY, A.D. 2002.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2195884

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DATE: 01-09-03