LARP

Commonwealth of Kentucky Trey Grayson, Secretary of State

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Trey Grayson Secretary of State P. O. Box 1150 Frankfort, KY 40602-1150 (502) 564-3490 http://www.sos.ky.gov

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ARP

Company: MORGAN STANLEY MORTGAGE CAPITAL HOLDINGS LLC

Company ID: 0662100

date filed: 1/28/2009 9:49:25 AM

Fee: \$15.00

Principal Office

C/O CT CORPORATION SYSTEM 111 EIGHTH AVENUE NEW YORK, NY 10011

Registered Agent Name/Address

C T CORPORATION SYSTEM 4169 WESTPORT ROAD LOUISVILLE, KY 40207

Members/Managers

ManagerKevin Chavers1585 BROADWAY NEW YORK NY 10036ManagerDavid Oliner1585 BROADWAY NEW YORK NY 10036ManagerSteven Stern1585 BROADWAY NEW YORK NY 10036

Signatures

Signature Susan M. Krause Title Assistant Secretary