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ACCOUNT NO. : 072100000032

REFERENCE : 937718 4306704

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 87.50

ORDER DATE : December 19, 2000

ORDER TIME : 2:19 PM

ORDER NO. : 937718-015

CUSTOMER NO: 4306704

200003509422--4

CUSTOMER: Barbara Brigham, Legal Asst
Fried, Frank, Harris, Shriver
1001 Pennsylvania Ave. N.w.
Suite #800
Washington, DC 20004-2505

FOREIGN FILINGS

NAME: MCG FINANCE CORPORATION II

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward ---EXT# 1135

EXAMINER: _____

AK 12/20

FILED
00 DEC 20 PM 5:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC 20 PM 3:12
DIVISION OF CORPORATION

TRANSMITTAL LETTER

00 DEC 20 PM 5:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: MCG Finance Corporation II
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Thomas M. Fallas
(Name of Person)
Fried, Frank, Harris, Shriver & Jacobson
(Firm/Company)
1001 Pennsylvania Avenue, N.W., Suite 800
(Address)
Washington, D.C. 20004
(City/State and Zip code)

For further information concerning this matter, please call:

Thomas M. Fallas at (202) 639-7059
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. MCG Finance Corporation II
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 54-1977875
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 24, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1100 Wilson Boulevard, Suite 800, Arlington, VA 22209
(Principal office address)

1100 Wilson Boulevard, Suite 800, Arlington, VA 22209
(Current mailing address)

8. See attached corporate purpose rider
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

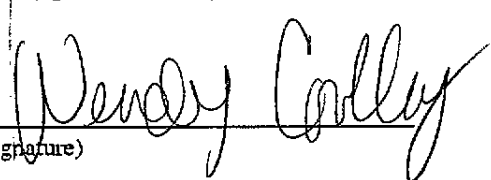
Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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
Samuel G. Rubenstein
(Registered agent's signature)



11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

Corporate Purpose Rider

The nature of the business and purposes to be conducted or promoted by the corporation are limited to the following activities and none other:

- (i) To originate, acquire, purchase, own, service, manage, invest in, hold, finance, refinance, sell, syndicate, pledge, hypothecate, grant security interests in, assign and/or otherwise transfer and deal with commercial loans and collateral related to such loans, including without limitation, collection of such loans.
- (ii) To borrow and become liable on indebtedness and grant security interests in collateral.
- (iii) To acquire, purchase, own, service, manage, invest in, hold, sell, syndicate, put, pledge, hypothecate, grant security interests in and otherwise transfer and deal with equity investments, investments that are convertible or exercisable into equity, and investments with equity-like features.
- (iv) To do all such things as are reasonable or necessary to enable the corporation to carry out any of the above activities, including without limitation, entering into loan agreements, security agreements, collateral agreements, loan purchase agreements, loan sale agreements, loan servicing agreements and any other agreements relating to or regarding the origination, purchase, holding, servicing, managing, selling and/or transferring of commercial loans and equity investments.
- (v) To engage in any activity and to exercise any powers permitted of corporations under the General Corporation Law of the State of Delaware, provided that such activity or powers are incidental to the foregoing and necessary, suitable or convenient to accomplish the foregoing.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Samuel G. Rubenstein EVP

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. SAMUEL G. RUBENSTEIN EVP

(Typed or printed name and capacity of person signing application)

Officers/Directors Rider:

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TALLAHASSEE, FLORIDA

Directors:

- Wallace B. Millner III, Chairman, 300 Arboretum Place, Suite 370, Richmond, Virginia 22209
- Norman Alpert, Director, 245 Park Avenue, 41st Floor, New York, New York 10167
- Joseph DiSabato, Director, 85 Broad Street, New York, New York 10004
- William A. Fenwick, Director, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209
- Joseph H. Gleberman, Director, 85 Broad Street, New York, New York 10004
- Todd N. Khoury, Director, 245 Park Avenue, 41st Floor, New York, New York 10167
- Robert J. Merrick, Director, 300 Arboretum Place, Suite 370, Richmond, Virginia 22209
- Bryan J. Mitchell, Director, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209
- Michael A. Pruzan, Director, 888 Seventh Avenue, 28th Floor, New York, New York 10106
- Steven F. Tunney, Director, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209

Officers:

- Bryan J. Mitchell, President, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209
- Janet Perlowski, Vice President, Chief Financial Officer and Assistant Treasurer, 300 Arboretum Place, Suite 370, Richmond, Virginia 23226
- Samuel G. Rubenstein, Executive Vice President, General Counsel and Secretary, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209
- B. Hagen Saville, Executive Vice President, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209
- Dana Stern, Vice President, Associate General Counsel and Assistant Secretary, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209
- Steven F. Tunney, Executive Vice President, Chief Operating Officer and Treasurer, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MCG FINANCE CORPORATION II" INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF DECEMBER, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State

3171864 8300

AUTHENTICATION: 0865252

001637090

DATE: 12-19-00