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To:
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Fax Number : (850) 617-6381

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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FOREIGN PROFIT/NONPROFIT CORPORATION

MIDLAND FUNDING NCC-2 CORPORATION

Certificate of Status	0
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Handwritten signature and date: 4/11/08

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. MIDLAND FUNDING NCC-2 CORPORATION

(Enter name of corporation: must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 51-0488211

(FEL number, if applicable)

4. 07/18/2003

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON FILING

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8875 AERO DRIVE, STE 200 SAN DIEGO, CA 92123

(Principal office address)

8875 AERO DRIVE, STE 200 SAN DIEGO, CA 92123

(Current mailing address)

8. DEBT COLLECTION

(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 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

By: Deborah D. Skipper
(Registered agent's signature)

DEBORAH D. SKIPPER, ASST VP

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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: PAUL GRINBERG

Address: 8875 AERO DRIVE, STE 200 SAN DIEGO, CA 92123

Director: J. BRANDON BLACK

Address: 8875 AERO DRIVE, STE 200 SAN DIEGO, CA 92123

B. OFFICERS

President: J. BRANDON BLACK

Address: 8875 AERO DRIVE, STE 200 SAN DIEGO, CA 92123

Vice President: ANTHONY RIGGIO

Address: 8875 AERO DRIVE, STE 200 SAN DIEGO, CA 92123

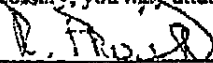
Secretary: ROBIN R. PRUITT

Address: 8875 AERO DRIVE, STE 200 SAN DIEGO, CA 92123

Treasurer: PAUL GRINBERG

Address: 8875 AERO DRIVE, STE 200 SAN DIEGO, CA 92123

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. ROBIN R. PRUITT, SEC

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MIDLAND FUNDING NCC-2 CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF APRIL, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MIDLAND FUNDING NCC-2 CORPORATION" WAS INCORPORATED ON THE EIGHTEENTH DAY OF JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6513709

DATE: 04-10-08

You may verify this certificate online at corp.delaware.gov/authver.shtml