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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

200002717922--3

-12/21/98-01088-017

*****78.75 *****78.75

Capital Asset Research Funding 1998-A, Inc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Thanks, Melanie

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**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. CAPITAL ASSET RESEARCH FUNDING 1998-A INC.
(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. 65-0881580
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 2, 1998 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 29, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 3950 RCA Blvd. Suite 5001
Palm Beach Gardens, Florida 33410
(Current mailing address)

8. general partner for limited partnership
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: 1200 S. Pine Island Road Suite 105
Plantation, Florida, 33324
(Zip Code)

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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.

Connie Bryan
(Registered agent's signature)
Connie Bryan, Special Asst. Secretary

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.

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

A. DIRECTORS SEE ATTACHED SHEET

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ATTACHED SHEET

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Kenneth D. V. readwell, Vice President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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

**DIRECTORS AND OFFICERS
OF
CAPITAL ASSET RESEARCH FUNDING 1998-A, INC.**

DIRECTOR/CHAIRMAN: Christopher Tilley
113 King Street
Armonk, New York 10504

DIRECTOR: Frank Bernard Bilotta
Two Wall Street
New York, New York 10005

DIRECTOR: Peter Humphries Sorensen
Two Wall Street
New York, New York 10005

OFFICERS:

PRESIDENT: Christopher Tilley
113 King Street
Armonk, New York 10504

VICE PRESIDENT: George R. Hamilton
3950 RCA Blvd. Suite 5001
Palm Beach Gardens, Florida 33410

VICE PRESIDENT: Barbara G. Goransson
3950 RCA Blvd. Suite 5001
Palm Beach Gardens, Florida 33410

VICE PRESIDENT: Kenneth A. Treadwell
3950 RCA Blvd. Suite 5001
Palm Beach Gardens, Florida 33410

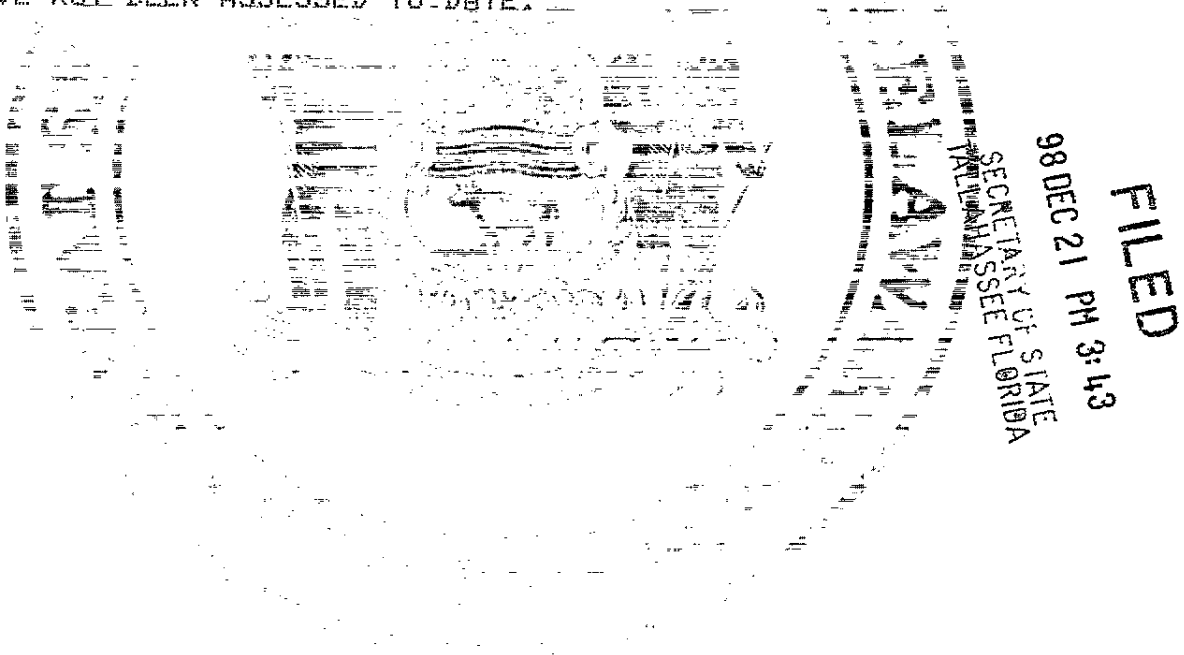
TREASURER: Donald E. Greetham
3950 RCA Blvd. Suite 5001
Palm Beach Gardens, Florida 33410

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPITAL ASSET RESEARCH FUNDING 1998-A INC." 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 ELEVENTH DAY OF DECEMBER, A.D. 1998.

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



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION:

9456768

DATE:

12-11-98