F99000005931

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

PB Municipal Funding Inc.

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(x) Profit () Nonprofit	() Amendment	() Merger
(x) Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC
() Certified Copy	() Photocopies	() CUS
() Call When Ready (x) Walk In () Mail Out	() Call If Problem () Will Wait	() After 4:30 (x) Pick Up

Name 11/16/99
Availability________
Document
Examiner________
Updater________
Verifier________
Acknowledgement________
W.P. Verifier________

BK
11/16/99

RECEIVED
99 NOV 16 AM 11:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN 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. PB Municipal Funding 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. Nevada
(State or country under the law of which it is incorporated)

3. 88-0418296
(FEI number, if applicable)

4. January 5, 1999
(Date of incorporation)

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

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 27 Waterview Drive, Shelton, Connecticut 06484
(Current mailing address)

8. Engage in new business and to invest in affiliate debt or equity or other affiliated transactions.
(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: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Stephen Adams
(Registered agent's signature) (Officer)

Stephen Adams Assistant Secretary
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: ______

Vice Chairman: See attached list of directors

Address: ______

Director: See attached list of directors

Address: ______

Director: ______

Address: ______

B. OFFICERS

President: See attached list of officers

Address: ______

Vice President: ______

Address: ______

Secretary: ______

Address: ______

Directors and Officers- PB Municipal Funding Inc.

DIRECTORS

Michael J. Critelli, Director
PBI
One Elmcroft Road
Stamford CT 06926

Michael G. Alonso, Director
Jones Vargas
100 W. Liberty, Twelfth Floor
Reno, Nevada 89501-0281

Matthew S. Kissner, Director
PBCC
27 Waterview Drive
Shelton CT 06484

Marc C. Breslawsky, Director
PBI
One Elmcroft Road
Stamford CT 06926

OFFICERS

Michael J. Critelli, Chairman of the Board
PBI
One Elmcroft Road
Stamford CT 06926

Matthew S. Kissner, President
PBCC
27 Waterview Drive
Shelton CT 06484

Michael S. Ryan, Vice President
PBCC
27 Waterview Drive
Shelton CT 06484

Lawrence D. Osmanski, Vice President and Chief Operations Officer
PBCC
27 Waterview Drive
Shelton CT 06484

Nancy E. Cooper, Vice President- Finance
PBCC
27 Waterview Drive
Shelton CT 06484

Keith H. Williamson, Vice President and Secretary
PBCC
27 Waterview Drive
Shelton CT 06484

Jeffrey J. Ramos, Treasurer
PBCC
27 Waterview Drive
Shelton CT 06484

Stacey M. Mintz, Assistant Secretary
PBCC
27 Waterview Drive
Shelton CT 06484

Christian D. Hughes, Assistant Secretary
PBCC
27 Waterview Drive
Shelton CT 06484

Michael G. Alonso, Assistant Secretary
Jones Vargas
100 W. Liberty, Twelfth Floor
Reno, Nevada 89501-0281

11/10/99

Treasurer: ______________________________

Address: ______________________________

____

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

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13. Stacey M Mintz
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stacey M. Mintz, Assistant Secretary
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE

THE GREAT SEAL OF THE STATE OF NEVADA

ALL FOR OUR COUNTRY

STATE OF NEVADA

CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PB MUNICIPAL FUNDING INC.**, as a corporation organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 5, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on November 5, 1999.

Dean Heller

Secretary of State

By [signature]

Certification Clerk