



MD2000000409

ACCOUNT NO. : 072100000032

REFERENCE : 377954 4306704

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 14, 2002

ORDER TIME : 10:24 AM

ORDER NO. : 377954-005

CUSTOMER NO: 4306704

CUSTOMER: Ms. Shelley Finger
Fried, Frank, Harris, Shriver
1001 Pennsylvania Ave. N.w.
Suite #800
Washington, DC 20004-2505

500004930335--2
-02/15/02--01032--010
*****100.00 *****100.00

500004930335--2
-02/15/02--01032--011
*****25.00 *****25.00

FOREIGN FILINGS

NAME: MCG FINANCE I, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

[Handwritten signature]

RECEIVED
02 FEB 15 AM 11:24
DIVISION OF CORPORATION

02 FEB 15 PM 12:31
SECRETARY OF STATE
CALL ADMINISTR. FEES

APPROVED
AND
FILED

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. MCG Finance I, LLC *
(Name of foreign limited liability company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 54-1900927
(FEI number, if applicable)
- 4. December 28, 2001
(Date of Organization)
- 5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 1100 Wilson Boulevard, Suite 800, Arlington, VA 22209
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

- Bryan J. Mitchell - 1100 Wilson Blvd., Suite 800, Arlington, VA 22209
- B. Hagen Saville - 1100 Wilson Blvd., Suite 800, Arlington, VA 22209
- Steven F. Tunney - 1100 Wilson Blvd., Suite 800, Arlington, VA 22209
- Samuel G. Rubenstein - 1100 Wilson Blvd., Suite 800, Arlington, VA 22209

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Any activity permitted of limited liability companies under the Delaware Limited Liability Company Act.

Samuel G. Rubenstein
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Samuel G. Rubenstein

Typed or printed name of signee

* MCG Finance Corporation has recently converted from a Delaware corporation to a Delaware limited liability company, MCG Finance I, LLC. An Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for MCG Finance Corporation is being filed concurrently with this Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.

APPROVED
AND
FILED
02 FEB 15 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MCG Finance I, LLC

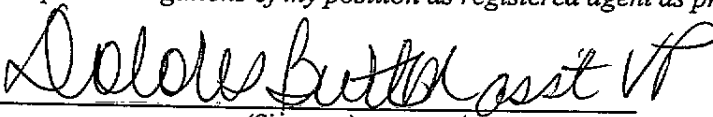
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

02 FEB 15 PM 12:31
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "MCG FINANCE I, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE ELEVENTH DAY OF JUNE, A.D. 1998, AT 9 O'CLOCK A.M.

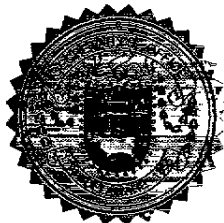
RESTATED CERTIFICATE, FILED THE TWENTY-THIRD DAY OF JUNE, A.D. 1998, AT 12:30 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE THIRTEENTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE THIRTEENTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "MCG FINANCE CORPORATION" TO "MCG FINANCE I, LLC", FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2905220 8310

020006762

AUTHENTICATION: 1540711

DATE: 01-04-02

02 FEB 15 PM 12:31
SECRETARY OF STATE
DELAWARE

APPROVED
AND
FILED

Delaware

PAGE 2

The First State

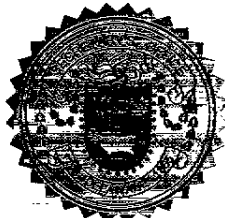
AFORESAID LIMITED LIABILITY COMPANY.

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

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

02 FEB 15 PM 12:31
DEPARTMENT OF STATE
FILED

APPROVED
FILED



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2905220 8310

AUTHENTICATION: 1540711

020006762

DATE: 01-04-02