

B9500000246

904-222-0793 FAX

RECEIVED

95 JUL 11 AM 10:35

DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032

REFERENCE : 637442 120026A

AUTHORIZATION

Patricia P. P.

COST LIMIT : 9 87.50

ORDER DATE : July 11, 1995

400001534444

ORDER TIME : 10:17 AM

ORDER NO. : 637442

CUSTOMER NO: 120026A

CUSTOMER: Stacy Mcmillen
National Financial Corporation
Suite 320
621 Northwest 53rd Street
Boca Raton, FL 33487

FOREIGN FILINGS

NAME: NATIONAL COMMERCIAL FINANCE
L.P.

FILED
1995 JUL 11 PM 3 41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 PROFIT

 NON-PROFIT

 CORPORATE

XX LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

7/12/95a

CONTACT PERSON: Andrea C. Mabry

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95 JUL 12 PM 3:10

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Sandra M. Northam
Secretary of State

July 11, 1995

ANDREA C. MABRY
CSC
TALLAHASSEE, FL

SUBJECT: NATIONAL COMMERCIAL FINANCE L.P.
Ref. Number: W95000013873

*Corrected - Please
Backdate to 7/11/95.
Thanks*

We have received your document for NATIONAL COMMERCIAL FINANCE L.P. and check(s) totaling \$87.50. However, your check(s) and document are being returned for the following:

Please complete Item 8. We need to know the Registered office address in Delaware.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 595A00033242

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. National Commercial Finance L.P. B95000000246
(Name of limited partnership as it is in the home state;

2. National Commercial Finance Limited Partnership
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware
(State of Formation)

4. April 24, 1995
(Date of Formation)

5. Stacy McMillen, Esq.
(Name of Registered Agent for Service of Process)

6. 621 NW 53 Street Suite 320 Boca Raton
(Street Address of Registered Office)

Boca Raton
(City)

Florida

33487
(Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

Stacy McMillen
(Agent must sign on this line)

8. 32 Cooker man Square, Suite C-100, Dover, DE 19901-7421
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

NFC Corporation

F95000003201

SPECIFIC ADDRESS

621 NW 53 Street
Suite 320
Boca Raton FL 33487

10. 621 NW 53 Street Suite 320 Boca Raton FL 33487
(Office where Names, Addresses and Contributions of Limited Partners are kept)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 621 NW 53 Street Suite 320 Boca Raton FL 33487
(Mailing Address of Limited Partnership)

FILED
1995 JUN 11 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This 7th day of July, 19 95.

Stacy McMullen Secretary
General Partner - NRC Corporation

STATE OF Florida

COUNTY OF Palm Beach

THE FOREGOING instrument was acknowledged and sworn to before me this 7th day of July, 19 95, by Stacy McMullen Secretary of NRC Corporation (Name of General Partner) of

National Commercial Finance L.P.
(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Donna G. Peluzzo

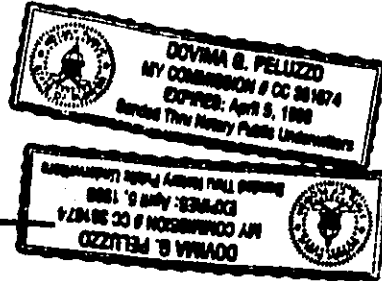
Notary Public

State of Florida at Large

My Commission Expires:

4/5/98

(SEAL)



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1995 JUL 11 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Stacy McMillen, Secretary of NFC Corporation
general partner of National Commercial Finance, L.P., a (an)
Delaware limited partnership, hereinafter referred to as the "Partnership", who
certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 100,000
 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 100,000.
- This 7th day of July, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner

Stacy McMillen, Secretary of NFC Corporation

STATE OF Florida
COUNTY OF Palm Beach
DATE July 7, 1995

FILED
1995 JUL 11 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Stacy McMillen, Secretary of NFC Corporation (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th day of July, 1995.

Seal

Dorinda G. Peluzzo
Notary Public

State of Florida
My Commission Expires:
4/5/98

