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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : SKYWATCH REGISTERED AGENTS, INC.
Account Number : 120300000009
Phone : (305) 899-5046
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TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

SFC Capital Group Corporation

Certificate of Status	1
Certified Copy	1
Page Count	03
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.15033, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. NAME OF CORPORATION: SFC CAPITAL GROUP CORPORATION
2. STATE OR COUNTRY UNDER THE LAWS OF WHICH IT IS INCORPORATED: Delaware
3. FEI NUMBER: 94-3308109
4. DATE OF INCORPORATION: 08/14/98
5. DURATION: *Perpetual*
6. DATE FIRST TRANSACTIONED BUSINESS IN FLORIDA: *Upon qualification*
7. CURRENT MAILING ADDRESS: *10800 Biscayne Blvd., #800, Law Dept., Miami, FL 33161*
8. PURPOSE OF CORPORATION AUTHORIZED IN HOME STATE OR COUNTRY TO BE
CARRIED OUT IN THE STATE OF FLORIDA: *equipment leasing*
9. NAME & ADDRESS OF FLORIDA REGISTERED AGENT:

Skywatch Registered Agents, Inc.
10800 Biscayne Blvd., #800
Attn: Janine Cox, Law Dept.
Miami, FL 33161

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.

SKYWATCH REGISTERED AGENTS, INC.,
(a Florida corporation)

By: *Janine E. Cox*
Janine E. Cox, Assistant 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: *See attached list.*

13. *Martin Kalb*
Martin Kalb, Executive Vice President & Secretary

Date: *2/4/00*

Submitted by:

Skywatch Registered Agents, Inc.
10800 Biscayne Blvd., Suite 800
Attn: Janine Cox, Law Dept.
Miami, FL 33161

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SFC CAPITAL GROUP CORPORATION
(a Delaware corporation)

OFFICERS & DIRECTORS

THE BUSINESS ADDRESS FOR THE FOLLOWING OFFICERS IS
10800 Biscayne Blvd., Suite 800, Miami, FL 33161:

ROBERT J. NEW
CHAIRMAN OF THE BOARD AND SOLE DIRECTOR

JONATHAN NEW
VICE PRESIDENT AND TREASURER

MARTIN KALB
EXECUTIVE VICE PRESIDENT AND SECRETARY

DAN CHAIT
VICE PRESIDENT

DAVID VORRATH
VICE PRESIDENT

C. DERYL COUCH
ASSISTANT SECRETARY

TERI M. TRIMMER
ASSISTANT SECRETARY

THE BUSINESS ADDRESS FOR THE FOLLOWING OFFICERS IS
775 Ruth Drive, Pleasant Hill, CA 94523

STEPHEN GALOP
PRESIDENT

WARREN EMERD
VICE PRESIDENT

BRADLEY FORMAN
VICE PRESIDENT

STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 FEB -4 PM 1:00

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SFC CAPITAL GROUP 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 THIRD DAY OF FEBRUARY, A.D. 2000.

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

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

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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

02-03-00

DATE: