

FOOOOOOOO 811

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Commercial Capital Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Paul Vitale 800003103118--2
(Name of Person) -01/19/00--01084--004
****122.50 *****78.75
Commercial Capital Corporation W-1946
(Firm/Company)
25 West 43rd Street, Suite 900
(Address) 800003103118--2
-02/10/00--01058--001
New York, N.Y. 10036
(City/State/Zip) ***3450.00 ***3450.00

Should you need to call someone concerning this matter, please call:

Paul Vitale at (212) 719-0002 ext 204
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 FEB 14 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu
2/14



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 24, 2000

PAUL WHITE
COMMERCIAL CAPITAL CORP
25 WEST 43RD STREET, STE 900
NEW YORK, NY 10036

SUBJECT: COMMERCIAL CAPITAL CORPORATION
Ref. Number: W00000001946

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00 FEB 14 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for COMMERCIAL CAPITAL CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3450.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 900A00003243

**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. Commercial Capital Corporation
(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. 13-3773744
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2-15-94 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 3/1/97
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 25 West 43rd Street, Suite 900
New York, N.Y. 10036
(Current mailing address)
8. Origination of small business commercial loans
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

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. CORPORATION SERVICE COMPANY

Vicki Schreiner, Asst. V.P.
(Registered agent's signature)

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.

FILED
00 FEB 14 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Charles Freeman

Address: 25 West 43rd St. Ste 900 New York, NY 10036

~~Director~~
Vice Chairman: Craig Reynolds

Address: 25 West 43rd St. Ste 900 New York, NY 10036

Director: Paul Vitale

Address: 25 West 43rd St. Ste 900 New York, NY 10036

Director: S. William Green

Address: 14 East 60th St. Ste 702 New York NY 10022

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

~~CEO~~
President: Charles Freeman

Address: 25 West 43rd Street Ste 900 NY NY 10036

~~Vice~~ President: Craig Reynolds

Address: 25 West 43rd St. Ste 900 NY NY 10036

Secretary: David Braga

Address: 25 West 43rd St. Ste 900 NY NY 10036

Treasurer: Paul Vitale

Address: 25 West 43rd St. Ste 900 NY NY 10036

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

13. Paul Vitale
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul Vitale

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

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00 FEB 14 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware

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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 "COMMERCIAL CAPITAL 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 TWENTY-SECOND DAY OF
DECEMBER, A.D. 1999.

BEEN FILED TO DATE.

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

FILED
00 FEB 14 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



2378321 8300

991553219

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

AUTHENTICATION:

0156485

DATE:

12-22-99