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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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-04/28/00-01074-013
*****70.00 *****70.00

Corporation(s) Name

Captree Financial Corporation

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DIVISION OF CORPORATIONS

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<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
Thank You!

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. CAPTEC FINANCIAL CORPORATION

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words of 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

(State or country under the law of which it is incorporated)

3. 52-2112479

(FEI number, if applicable)

4. July 10, 1998

(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. 24 FRANK LLOYD WRIGHT DR., LOBBY L, 4TH FLOOR, ANN ARBOR, Michigan

48106

(Current mailing address)

8. EQUIPMENT LEASING

(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

Marc A. Gillis

(Registered agent's signature) (Officer)

MARC A. GILLIS, ASST SECY

(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.

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: _____

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Treasurer: _____

Address: _____

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

13. _____

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

14. W ROSS MARTIN, Vice President

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

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Captec Financial Corporation**Officer Information**

<u>Name</u>	<u>Address</u>	<u>Position</u>
Patrick L. Beach	24 Frank Lloyd Wright Dr. Lobby L, 4th Floor Ann Arbor, MI 48106	President
W. Ross Martin	24 Frank Lloyd Wright Dr. Lobby L, 4th Floor Ann Arbor, MI 48106	Vice President/Treasurer
Gary A. Bruder	24 Frank Lloyd Wright Dr. Lobby L, 4th Floor Ann Arbor, MI 48106	Vice President/Secretary
Robert V. Schrader	24 Frank Lloyd Wright Dr. Lobby L, 4th Floor Ann Arbor, MI 48106	Vice President/Asst. Secretary

Director Information

Patrick L. Beach	24 Frank Lloyd Wright Dr. Lobby L, 4th Floor Ann Arbor, MI 48106	Director
W. Ross Martin	24 Frank Lloyd Wright Dr. Lobby L, 4th Floor Ann Arbor, MI 48106	Director
Andrew L. Stidd	24 Frank Lloyd Wright Dr. Lobby L, 4th Floor Ann Arbor, MI 48106	Director

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPTEC FINANCIAL 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-SIXTH DAY OF APRIL, A.D. 2000.

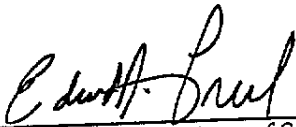
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



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001211052


Edward J. Freel, Secretary of State

AUTHENTICATION:

0401796

DATE:

04-26-00

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