



THE UNITED STATES  
CORPORATION  
COMPANY

# F00000002891

ACCOUNT NO. : 072100000032

REFERENCE : 702116 167868A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : May 18, 2000

ORDER TIME : 11:18 AM

ORDER NO. : 702116-010

800003263928--0

CUSTOMER NO: 167868A

CUSTOMER: Lisa P. Clontz, Legal Asst  
First Union Corporation  
One First Union Ctr  
Legal Dept. - 31st Floor  
Charlotte, NC 28288

FOREIGN FILINGS

NAME: NFPS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 23 PM 1:08

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

*3/23*

CONTACT PERSON: Tamara Odom

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAY 23 PM 12:13

RECEIVED

**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.*

FILED  
STATE  
SECRETARY OF CORPORATIONS  
MAY 23 PM 1:08

1. NFPS, Inc.  
(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. 56-2172683  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/23/99 5. Perpetual  
(Date of incorporation) (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. 301 S. College Street  
Charlotte, NC 28288-0630  
(Current mailing address)

8. Hold unimpaired OREO property  
(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  
By: BRIAN COURTNEY, 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.

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: Keith D. Lembo  
Address: 301 S. College Street  
Charlotte, NC 28288-0630

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

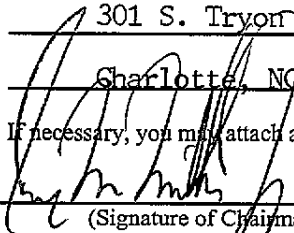
President: William M. Bateman  
Address: 301 S. College Street  
Charlotte, NC 28288-0663

Vice President: Robert L. Andersen  
Address: 301 S. College Street  
Charlotte, NC 28288-0630

Secretary: Jerry M. Miller, Jr.  
Address: 301 S. College Street  
Charlotte, NC 28288-0630

Treasurer: James H. Hatch  
Address: 301 S. Tryon Street  
Charlotte, NC 28288-0201

**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. Jerry M. Miller, Jr., Secretary  
(Typed or printed name and capacity of person signing application)

FILED  
DIVISION OF CORPORATIONS  
00 MAY 23 PM 1:08

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NFPS, INC." 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 MAY, A.D. 2000.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 23 PM 1:08



3131509 8300

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

AUTHENTICATION:

0450545

DATE:

05-22-00