

# F00000003246

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

DATE: 6/7

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-06/07/00--01080--024  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Corporation(s) Name

Precept Corporation

☒ Profit ☐ Amendment ☐ Merger  
☐ Nonprofit

☒ Foreign ☐ Dissolution ☐ Mark  
☐ LLC ☐ Withdrawal

☐ Limited Partnership ☐ UBR ☐ Other  
☐ Reinstatement ☐ Fictitious Name ☐ Ch. RA  
☐ UCC ☐ 1 or ☐ 3

\*\*\*Special Instructions\*\*

☐ Certified Copy ☐ Photocopies ☐ CUS  
( ) arts/ameds/mergers ( ) Other-See Above

(XXX)Walk in (XXX)Pick-up ( )Will Wait

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Copies To:

Carol Clark

Thank You!

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TALLAHASSEE, FL 32301  
FILING OFFICE  
STATE OF FLORIDA

# 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. Precept 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

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

3. 94-3359365

(FEI number, if applicable)

4. April 5, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 465 California Street, Suite 350, San Francisco, California 94104

(Current mailing address)

8. Internet website for commercial real estate loans.

(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

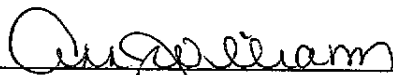
Plantation, Florida, 33324

(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



(Registered agent's signature) (Officer)

**ANN J. WILLIAMS**

**Assistant Vice President**

(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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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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. Joseph B. Heil, Vice President

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

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SECRETARY OF THE STATE  
DIVISION OF CORPORATIONS

**PRECEPT CORPORATION**

**Directors and Officers**

<u>Name</u>	<u>Title</u>	<u>Business Address</u>	<u>Residence Address</u>
Frank Scavone	Director, Co-Chief Executive Officer and Treasurer	c/o Precept Corporation 465 California St. Ste. 350 San Francisco, CA 94104	129 Retiro Way San Francisco, CA 94133
Stewart Ward	Director and Co-Chief Executive Officer	c/o Precept Corporation 465 California St. Ste. 350 San Francisco, CA 94104	129 Deer Park Ave. San Rafael, CA 94901
Joseph B. Heil	Director, Chief Operating Officer, Vice President and Secretary	c/o Precept Corporation 465 California St. Ste. 350 San Francisco, CA 94104	8050 Broadway Terrace Oakland, CA 94611
Michael Klein	Director	Wilmer Cutler & Pickering 2445 M St, N.W. Washington, DC 20037-1420	2425 Wyoming Ave., NW Washington, DC 20008
D. Michael Van Konynenburg	Director	c/o Secured Capital Corp 11150 Santa Monica Blvd. Ste. 1400 Los Angeles, CA 90025	13681 W. Sunset Blvd. Pacific Palisades, CA 90272

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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 "PRECEPT 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 THIRTIETH DAY OF MAY, A.D. 2000.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0466654

DATE:

05-30-00