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ACCOUNT NO. : 072100000032

REFERENCE : 937718 4306704

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 87.50

FILED
00 DEC 20 PM 5:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 19, 2000

ORDER TIME : 2:15 PM

ORDER NO. : 937718-010

CUSTOMER NO: 4306704

700003509437--7

CUSTOMER: Barbara Brigham, Legal Asst
Fried, Frank, Harris, Shriver
1001 Pennsylvania Ave. N.w.
Suite #800
Washington, DC 20004-2505

FOREIGN FILINGS

NAME: MCG FINANCE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward ---EXT# 1135

EXAMINER: _____

RECEIVED
00 DEC 20 PM 3:12
DIVISION OF CORPORATION

Myk 12/20

TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: MCG Finance 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:

Thomas M. Fallas
(Name of Person)
Fried, Frank, Harris, Shriver & Jacobson
(Firm/Company)
1001 Pennsylvania Avenue, N.W., Suite 800
(Address)
Washington, D.C. 20004
(City/State and Zip code)

For further information concerning this matter, please call:

Thomas M. Fallas at (202) 639-7059
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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

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- 1. MCG Finance 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. 54-1900927 (FEI number, if applicable)
4. June 11, 1998 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1100 Wilson Boulevard, Suite 800, Arlington, VA 22209 (Principal office address)
1100 Wilson Boulevard, Suite 800, Arlington, VA 22209 (Current mailing address)
8. See attached corporate purpose rider (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 (City) (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

(Registered agent's signature)

Handwritten signature of the registered agent.

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.

Corporate Purpose Rider

The nature of the business or purposes to be conducted or promoted by the corporation is limited to the following activities and none other:

(i) to originate, acquire, purchase, own, invest in, hold, finance, ~~refinance~~, sell, pledge, hypothecate, grant a security interest in, assign and otherwise transfer and deal with commercial loans and collateral related to such loans, including without limitation, collection of such loans;

(ii) to borrow and become liable on indebtedness and grant security interests in collateral;

(iii) to acquire, purchase, own, invest in, hold, sell, pledge, hypothecate, grant a security interest in and otherwise transfer equity investments;

(iv) to do all such things as are reasonable or necessary to enable the corporation to carry out any of the above activities, including without limitation, entering into loan agreements, security agreements, collateral agreements and any other agreements relating to or regarding the origination, purchase, holding, sale or transfer of commercial loans; and

(v) to engage in any activity and to exercise any powers permitted of corporations under the General Corporation Law of Delaware, provided that such activity or powers are incidental to the foregoing and necessary, suitable or convenient to accomplish the foregoing.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Samuel G. Rubenstein EVP

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

14. Samuel G. Rubenstein EVP

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

Officers/Directors Rider:

Directors:

Wallace B. Millner III, Chairman, 300 Arboretum Place, Suite 370, Richmond, Virginia 22209
Norman Alpert, Director, 245 Park Avenue, 41st Floor, New York, New York 10167
Joseph DiSabato, Director, 85 Broad Street, New York, New York 10004
William A. Fenwick, Director, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209
Joseph H. Gleberman, Director, 85 Broad Street, New York, New York 10004
Todd N. Khoury, Director, 245 Park Avenue, 41st Floor, New York, New York 10167
Robert J. Merrick, Director, 300 Arboretum Place, Suite 370, Richmond, Virginia 22209
Bryan J. Mitchell, Director, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209
Michael A. Pruzan, Director, 888 Seventh Avenue, 28th Floor, New York, New York 10106
Steven F. Tunney, Director, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209

Officers:

Bryan J. Mitchell, President, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209
Janet Perlowski, Vice President, Chief Financial Officer and Assistant Treasurer, 300 Arboretum Place, Suite 370, Richmond, Virginia 23226
Samuel G. Rubenstein, Executive Vice President, General Counsel and Secretary, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209
B. Hagen Saville, Executive Vice President, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209
Dana Stern, Vice President, Associate General Counsel and Assistant Secretary, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209
Steven F. Tunney, Executive Vice President, Chief Operating Officer and Treasurer, 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209

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TALLAHASSEE, FLORIDA

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 "MCG FINANCE 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 NINETEENTH DAY OF DECEMBER, A.D. 2000.

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00 DEC 20 PM 5:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2905220 8300

AUTHENTICATION: 0865251

001637087

DATE: 12-19-00