

CT CORPORATION SYSTEM

FO1000000730

CORPORATION(S) NAME

Franchise Finance Corporation of America

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01 FEB -7 PM 4:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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02/07/01 01051-010

*****70.00 *****70.00

<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/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Franchise Finance Corporation of America
(Name of corporation - must include suffix)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

(Name of Person)

(Firm/Company)

(Address)

(City/State and Zip code)

For further information concerning this matter, please call:

_____ at (_____) _____
(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. Franchise Finance Corporation of America

(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. Maryland

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

3. 86-0736091

(FEI number, if applicable)

4. 07/07/2000

(Date of incorporation)

5. Perpetual

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

6. Upon Qual.

(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. 17207 N. Perimeter Drive, Scottsdale, AZ 85255

(Principal office address)

same

(Current mailing address)

8. properties which are part of a franchised system.

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

C T Corporation System

By: Heidi M. Oesch

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

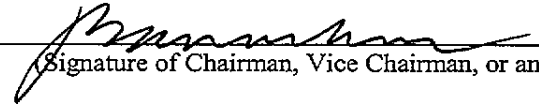
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. John Barravecchia, Executive Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

**FRANCHISE FINANCE CORPORATION OF AMERICA
LIST OF DIRECTORS AND OFFICERS**

BOARD OF DIRECTORS

Name

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TALLAHASSEE, FLORIDA

Address

Morton H. Fleischer	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Christopher H. Volk	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Willie R. Barnes, Esq.	One Wilshire Blvd. 20 th Floor Los Angeles, CA 90017
Kelvin L. Davis	345 California St. Suite 3300 San Francisco, CA 94104
Kathleen H. Lucier	3312 Jefferson St., #168 Napa, CA 94558
Dennis E. Mitchem	2715 N. 3 rd St., Suite 150 Phoenix, AZ 85004
Louis P. Neeb	6914 Hillpark Dr. Dallas, TX 75230
Kenneth B. Roath	4675 MacArthur Ct. 9 th Floor Newport Beach, CA 99260
Casey J. Sylla	3075 Sanders Road Northbrook, IL 60062
Shelby Yastrow	40049 N. 106 th Place Scottsdale, AZ 85262

OFFICERS

Name	Office	Address
Morton H. Fleischer	Chairman of the Board and Chief Executive Officer	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Christopher H. Volk	President, Chief Operating Officer, Assistant Treasurer and Assistant Secretary	17207 N. Perimeter Dr. Scottsdale, AZ 85255
John Barravecchia	Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Dennis L. Ruben	Executive Vice President, General Counsel and Secretary	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Stephen G. Schmitz	Executive Vice President, Chief Investment Officer and Assistant Secretary	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Catherine F. Long	Senior Vice President - Finance, Principal Accounting Officer, Assistant Secretary and Assistant Treasurer	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Robin L. Roach	Senior Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Harold W. Vinson	Senior Vice President, Property Management	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Jon K. Taylor	Senior Vice President, Servicing	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Stephen Y. Schwanz	Senior Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Dennis P. Pepperd	Senior Vice President, Information Systems	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Andrew G. Kent	Senior Vice President, Associate General Counsel and Assistant Secretary	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Ronald E. Davis	Vice President, Corporate Communications	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Paul M. Lambert	Vice President and Associate General Counsel	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Mark E. Wood	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255

Patrick J. Feltes	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
R. Scott Cowan	Vice President, Real Estate Review	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Shelly R. Core	Vice President, Treasury	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Julie N. Dimond	Vice President, Tax	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Cathy T. Peterson	Vice President and Controller	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Jeffrey M. Fleischer	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Anthony L. Wilson	Vice President, Information Systems	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Tolin W. Baker	Vice President, Information Systems	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Bruce A. Nichols	Vice President, Research & Underwriting	17207 N. Perimeter Dr. Scottsdale, AZ 85255
T. Craig Harland	Vice President, Construction Lending	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Gary J. Naquin	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
William D. Totherow	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Kelly A. Hallford	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
J. Matthew Pearson	Vice President, Servicing	17207 N. Perimeter Dr. Scottsdale, AZ 85255

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TALLAHASSEE, FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT FRANCHISE FINANCE CORPORATION OF AMERICA IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JANUARY 30, 2001.

Paul B. Anderson

Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0001105936
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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