

CT CORPORATION

CORPORATION(S) NAME

CA New Plan Floating SPE, Inc.

600004980996--9

02/21/02--01010--030

*****78.75 *****78.75

<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 checked="" 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		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/21/02

Order#: 514168

Ref#: _____

Amount: \$ _____

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. CA New Plan Floating Rate SPE, 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

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

3. pending

(FEI number, if applicable)

4. 2/19/02

(Date of incorporation)

5. Perpetual

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

6. to begin transacting business on 3/1/02

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

7. 1120 Avenue of the Americas, 12th Floor

New York, NY 10036

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under Delaware General Corporation Law.

(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, 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

Constance B. Ryan

(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: N/A

Address: _____

Director: Glenn J. Rufrano

Address: 1120 Avenue of the Americas, 12th Floor

New York, NY 10036

Director: Dean Bernstein

Address: 1120 Avenue of the Americas, 12th Floor

New York, NY 10036

Director: William Newman

Address: 1120 Avenue of the Americas, 12th Floor

New York, NY 10036

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

President: Scott MacDonald

Address: 1120 Avenue of the Americas, 12th Floor

New York, NY 10036

Senior Vice President: Dean Bernstein

Address: 1120 Avenue of the Americas, 12th Floor

New York, NY 10036

Secretary: Steven F. Siegel

Address: 1120 Avenue of the Americas, 12th Floor

New York, NY 10036

Treasurer: Michael Brown

Address: 1120 Avenue of the Americas, 12th Floor

New York, NY 10036

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. Steven F. Siegel, Secretary
(Typed or printed name and capacity of person signing application)

FILED
02 FEB 21 AM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

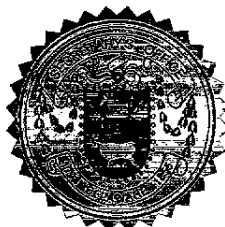
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CA NEW PLAN FLOATING RATE SPE, 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 TWENTIETH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
02 FEB 21 PM 1:09
SECRETARY OF STATE
DELAWARE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3493183 8300

AUTHENTICATION: 1623285

020112913

DATE: 02-20-02