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Florida Department of State

Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FOREIGN PROFIT QUALIFICATION

FINACITY CORPORATION

Certificate of Status	0
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DIVISION OF CORPORATION

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. FINACITY 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. 94-3373170
(FEI number, if applicable)
4. 3/23/01
(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. 535 MADISON AVE., 7TH FL., NY, NY 10022
(Principal office address)
- 535 MADISON AVE., 7TH FL., NY, NY 10022
(Current mailing address)
8. RECEIVABLES FACTORING ORIGINATION AND RECEIVABLES SECURITIZATION ORIGINATION
(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: BLUMBERGEXCELSIOR CORPORATE SERVICES, INC.
Office Address: 4435 OLD WINTER GARDEN ROAD
ORLANDO, Florida 32811
(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.



JOSE MOJICA, ASST. SECY.
(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.

BLUMBERGEXCELSIOR

62 WHITE ST
NY NY 10013
800 221-2972 X575

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

A. DIRECTORS

Chairman: SEE ATTACHED RIDER

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED 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. 

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

14. ROBERT SCHNIBBE, JR., SECY.

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

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FINACITY CORPORATION

OFFICERS

ADRIAN KATZ PRESIDENT

535 MADISON AVE., 7TH FL., NY,
NY, 10022

ROBERT SCHNIBBE, JR. SECRETARY

535 MADISON AVE., 7TH FL., NY,
NY, 10022DIRECTORS

ADRIAN KATZ

535 MADISON AVE., 7TH FL., NY,
NY, 10022

STEVE SHENFELD

535 MADISON AVE., 7TH FL., NY,
NY, 10022

STUART BRISTER

715 PEACHTREE ST., NE, 10TH
FL., GA2-002-10-23, ATLANTA,
GA 30308-1215

STEVE SAVIGNANO

535 COWPER ST., STE 300
PALO ALTO, CA 94301

TOPE LAWANI

345 CALIFORNIA ST., STE 3300,
SAN FRANCISCO, CA 94014

CHARLES NAHUM

1 RUE EULER, 75008, PARIS,
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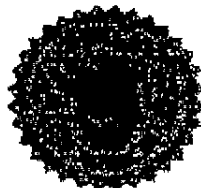
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FINACITY 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 TWENTY-SIXTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FINACITY CORPORATION" WAS INCORPORATED ON THE TWENTY-THIRD DAY OF MARCH, A.D. 2001.

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

02 MAR 26

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1668057

DATE: 03-26-02

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