

F02000003473

CORPORATION

CORPORATION(S) NAME

Franchise Portfolio 2, Inc.

02 JUL -8 PM 11:25
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

FILED

- | | | |
|--|---|---|
| <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 checked="" 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 | | |

02 JUL -8 AM 11:10
RECEIVED
DIVISION OF CORPORATION

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

7/8/02

Order#: 5460493

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Ref#: *****78.75 *****78.75

Amount: \$ _____

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

**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. Franchise Portfolio 2, 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 3. pending 04-3694553
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 28, 2002 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1 CIT Drive, Attn: Timothy White, Esq.
Livingston, NJ 07039
(Current mailing address)

8. to engage in any lawful act or activity for which corporations may be organized under the laws of Delaware and of Florida
(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.

CT Corporation System

Jennifer L. Morajia, 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.

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: Don Harms

Address: 1 CIT Drive

Livingston, NJ 07039

Vice Chairman: _____

Address: _____

Director: Dennis Davis

Address: 1 CIT Drive

Livingston, NJ 07039

Director: Michael Brune

Address: 1 CIT Drive

Livingston, NJ 07039

B. OFFICERS (Street address only - P.O. Box NOT acceptable)
Please see Ex. A for complete list

President: Don Harms

Address: 1 CIT Drive

Livingston, NJ 07039

Vice President: Timothy J. White, Senior Vice President & Asst. Secretary

Address: 1 CIT Drive

Livingston, NJ 07039

Secretary: Eric S. Mandelbaum

Address: 1 CIT Drive

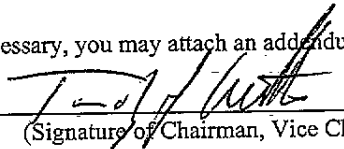
Livingston, NJ 07039

Treasurer: Michael Brune, Vice President, Chief Financial Officer and Treasurer

Address: 1 CIT Drive

Livingston, NJ 07039

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. Timothy J. White, Senior Vice President
(Typed or printed name and capacity of person signing application)

FILED
02 JUL - 8 PM 1:25
TALLAHASSEE FLORIDA

Ex. A

FRANCHISE PORTFOLIO 2, INC.

DIRECTOR and OFFICERS

BOARD OF DIRECTORS

<u>Name</u>	<u>Business Address</u>
Donald C. Harms	1 CIT Drive, Livingston, NJ 07039
Dennis Davis	1 CIT Drive, Livingston, NJ 07039
Michael Brune	1 CIT Drive, Livingston, NJ 07039

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Donald C. Harms	President	1 CIT Drive Livingston, NJ 07039
Timothy J. White	Senior Vice President And Asst. Secretary	1 CIT Drive Livingston, NJ 07039
Michael Brune	Vice President, Treasurer And Chief Financial Officer	1 CIT Drive Livingston, NJ 07039
Dennis Davis	Vice President	1 CIT Drive Livingston, NJ 07039
Eric S. Mandelbaum	Secretary	1 CIT Drive Livingston, NJ 07039
Linda M. Seufert	Assistant Secretary	1 CIT Drive Livingston, NJ 07039

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

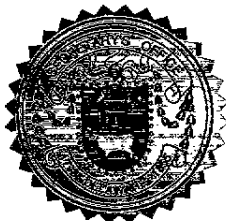
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRANCHISE PORTFOLIO 2, 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 SECOND DAY OF JULY, A.D. 2002.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3542345 8300

AUTHENTICATION: 1864246

020428172

DATE: 07-02-02