

CT CORPORATION SYSTEM

F020000004943⑦

CORPORATION(S) NAME

9/27 FOR CORP CC

American Capital Access Service Corporation

FILED

FILED

02 SEP 27 PM 1:45
SEC. OF STATE
TALLAHASSEE, FLORIDA

<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		

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02 SEP 27 PM 2:28

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

9/27/02

AAM

Order#: 5610804

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-09/27/02--01087--004

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. American Capital Access Service 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 3. 84-1411715
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/12/1997 5. Perpetual
(Date of incorporation) (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. 140 Broadway, 47th Floor, New York, NY 10005
(Principal office address)

same
(Current mailing address)

8. any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware
(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
(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.

By: C T Corporation System
Robin LaPeters
(Registered agent's signature)

Robin LaPeters
Vice President

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

SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHMENT

President: Michael E. Satz (CEO)

Address: 140 Broadway, 47th Floor

New York, NY 10005

Vice President: _____

Address: _____

Secretary: Kathleen G. Cully

Address: 140 Broadway, 47th Floor New York, NY 10005

Treasurer: Edward U. Gilpin

Address: 140 Broadway, 47th Floor New York, NY 10005

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

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

14. Secretary & General Counsel
(Typed or printed name and capacity of person signing application)

Attachment to Florida
Officers & Directors

1. Full Name: Michael E. Satz
Officer/Director: Officer, Director
Business Address: 140 Broadway, 47th Floor
City: New York
State: NY
ZIP Code: 10005
2. Full Name: Kathleen G. Cully
Officer/Director: Officer
Business Address: 140 Broadway, 47th Floor
City: New York
State: NY
ZIP Code: 10005
3. Full Name: Edward U. Gilpin
Officer/Director: Officer
Business Address: 140 Broadway, 47th Floor
City: New York
State: NY
ZIP Code: 10005
4. Full Name: Richard J. Hoffman
Officer/Director: Officer
Business Address: 140 Broadway, 47th Floor
City: New York
State: NY
ZIP Code: 10005
5. Full Name: Maryam Muessel
Officer/Director: Officer
Business Address: 140 Broadway, 47th Floor
City: New York
State: NY
ZIP Code: 10005
6. Full Name: William T. Tomljanovic
Officer/Director: Officer
Business Address: 140 Broadway, 47th Floor
City: New York
State: NY
ZIP Code: 10005
7. Full Name: David Webb
Officer/Director: Officer
Business Address: 140 Broadway, 47th Floor
City: New York
State: NY
ZIP Code: 10005

8. Full Name: Bradley E. Cooper
Officer/Director: Director
Business Address: 140 Broadway, 47th Floor
City: New York
State: NY
ZIP Code: 10005
9. Full Name: Stephen Gruber
Officer/Director: Director
Business Address: 140 Broadway, 47th Floor
City: New York
State: NY
ZIP Code: 10005
10. Full Name: Zahid Hussain
Officer/Director: Director
Business Address: 140 Broadway, 47th Floor
City: New York
State: NY
ZIP Code: 10005
11. Full Name: Curtis Jensen
Officer/Director: Director
Business Address: 140 Broadway, 47th Floor
City: New York
State: NY
ZIP Code: 10005
12. Full Name: Demos Kouvaris
Officer/Director: Director
Business Address: 140 Broadway, 47th Floor
City: New York
State: NY
ZIP Code: 10005
13. Full Name: Douglas H. Martin
Officer/Director: Director
Business Address: 140 Broadway, 47th Floor
City: New York
State: NY
ZIP Code: 10005
14. Full Name: Robert Spass
Officer/Director: Director
Business Address: 140 Broadway, 47th Floor
City: New York
State: NY
ZIP Code: 10005
15. Full Name: Warren A. Stephens

Officer/Director:
Business Address:
City:
State:
ZIP Code:

Director
140 Broadway, 47th Floor
New York
NY
10005

Delaware

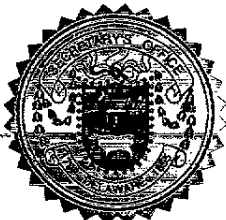
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN CAPITAL ACCESS SERVICE 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 SEPTEMBER, A.D. 2002.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3401141 8300

AUTHENTICATION: 2004978

020599795

DATE: 09-26-02