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(City/State/Zip/Phone #)

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(Business Entity Name)

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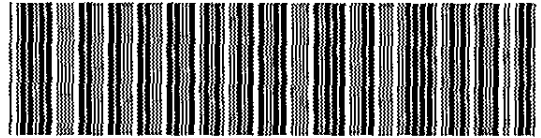
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FLORIDA STATE  
TALLAHASSEE, FL 32309-0001

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FLORIDA STATE  
TALLAHASSEE, FL 32309-0001

**CT CORPORATION SYSTEM**

November 27, 2002

Secretary of State, Florida  
409 East Gaines Street  
N/A  
Tallahassee FL 32399

Re: Order #: 5691356 WO  
Customer Reference 1: Sun Capital Funding Corp.  
Customer Reference 2: Sun Cap Funding Corp

Dear Secretary of State, Florida:

Please file the attached:

Sun Capital Funding Corp. (DE)  
Qualification  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Katrina Forsman  
Fulfillment Specialist  
Katrina\_Forsman@cch-lis.com

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

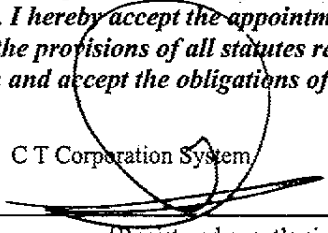
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*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. Sun Capital Funding Corp.  
(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. 03-0464424  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06/21/2002 5. Perpetual  
(Date of incorporation) (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. 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486  
(Principal office address)  
same  
(Current mailing address)
- To engage in any lawful act or activity
8. \_\_\_\_\_  
(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  
  
(Registered agent's signature) **PETER F. SOUZA**  
ASSISTANT SECRETARY

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.

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02 NOV 27 PM 2:52  
STATE  
TALLAHASSEE FLORIDA

**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. C. Deryl Couch, Asst. Secretary

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

## **OFFICERS & DIRECTORS OF SUN CAPITAL FUNDING CORP.**

**November 25, 2002**

The named individuals listed below are elected or appointed officers of the Company and each holds the office of the Company set forth opposite their name. The business address for the following Officers and Directors is 5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486:

**Director/Co-Chairman of the Board,  
Co-CEO & Treasurer**

Marc J. Leder

**Director/Co-Chairman of the Board,  
Co-CEO & Secretary**

Rodger R. Krouse

Vice President:

Clarence E. Terry

Vice President

Kevin Calhoun

Vice President

David Kreilein

Vice President:

M. Steven Liff

Vice President:

Jason Neimark

Vice President:

David J. Pleban

Vice President:

Lynn Skillen (since 11/1/02)

Vice President and Asst. Secretary:

C. Deryl Couch

The business address for the following Officers and Managers is 445 Park Avenue, 10<sup>th</sup> Floor, New York, NY 10022:

Vice President:

Michael Kalb

Vice President:

Ralph Lynch (since 9/9/02)

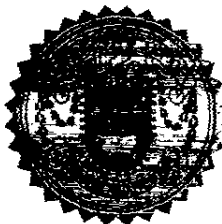
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUN CAPITAL FUNDING CORP." 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-FIFTH DAY OF NOVEMBER, A.D. 2002.

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



3539876 8300

020725293

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2109245

DATE: 11-25-02