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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 : CORPORATION SERVICE COMPANY
 Account Number : I20000000195
 Phone : (850) 521-1000
 Fax Number : (850) 521-1030

FOREIGN PROFIT QUALIFICATION

CA New Plan Fixed Rate SPE, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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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. GA New Plan Fixed Rate SPE, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. N/A

(FEI number, if applicable)

4. 2/19/02

(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. 1120 Avenue of the Americas, New York, NY 10036

(Principal office address)

same

(Current mailing address)

8. Real estate ownership

(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: Corporation Service Company

Office Address: 1201 Navy Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

Jeanine Reynolds
as its agent

(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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors 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 Director or Officer listed in number 12 of the application)

14. Michael D. Axelrad, Senior Vice President

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

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CA NEW PLAN FIXED RATE SPE, INC.
Officers / Directors Rider

12. A. Directors:

Glenn Rufano
1120 Avenue of the Americas
New York, NY 10036

Steven F. Siegel
1120 Avenue of the Americas
New York, NY 10036

William Newman
1120 Avenue of the Americas
New York, NY 10036

12. B. Officers:

President and
COO : Scott D. MacDonald
Address: 1120 Avenue of the Americas
New York, NY 10036

Sr. Vice President: Michael D. Axelrad
Address: 3901 Bellaire Blvd.
Houston, TX 77025

Executive VP
and Secretary: Steven F. Siegel
Address: 1120 Avenue of the Americas
New York, NY 10036

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Delaware

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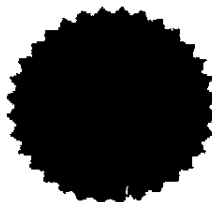
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CA NEW PLAN FIXED 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 FOURTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CA NEW PLAN FIXED RATE SPE, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF FEBRUARY, 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

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AUTHENTICATION: 2729397

030707792

DATE: 11-04-03

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