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CORPORATION

NO. 7

P&P. 1/4F1

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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 /ACH
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

**FOREIGN PROFIT QUALIFICATION
CYPRESS LEGENDS FUNDING COMPANY, INC.**

Certificate of Status	0
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Page Count	04
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CORPORATION SVC CO

NO. 715- P. 2/4
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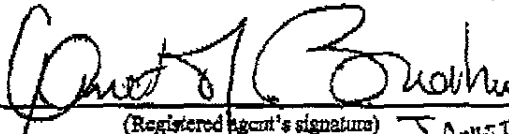
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**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. Cypress Legends Funding Company, 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
(State or country under the law of which it is incorporated)
3. 56-2430423
(FEI number, if applicable)
4. January 26, 2004
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Give 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. 445 Broad Hollow Road, Suite 239, Melville, NY 11747
(Principal office address)
445 Broad Hollow Road, Suite 239, Melville, NY 11747
(Current mailing address)
8. To engage in any lawful act or activity permitted by Florida corporate law.
(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: LexisNexis Document Solutions, Inc.
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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


(Registered agent's signature)

Janet H. Bush, 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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CORPORATION SVC CO

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

A. DIRECTORS

Chairman: & Director -- Andrew L. Stidd

Address: 445 Broad Hollow Road, Suite 239
Melville, NY 11747

Vice Chairman: N/A

Address:

Director: Kevin P. Burns

Address: 445 Broad Hollow Road, Suite 239
Melville, NY 11747

Director: Bernard J. Angelo

Address: 445 Broad Hollow Road, Suite 239
Melville, NY 11747

B. OFFICERS

President: Andrew L. Stidd

Address: 445 Broad Hollow Road, Suite 239
Melville, NY 11747

Vice President: Frank B. Bilotta

Address: 114 West 47th Street, Suite 1715
New York, NY 10036

Secretary: Michelle Mozzzi

Address: 114 West 47th Street, Suite 1715, New York, NY 10036

Treasurer: Andrew L. Stidd

Address: 445 Broad Hollow Road, Suite 239, Melville, NY 11747

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. Michelle Mozzzi, Secretary

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

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CORPORATION SVC CO

CNO. 7150221p. 4/4

Delaware

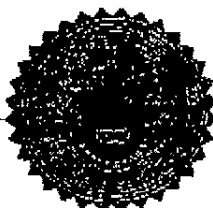
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CYPRESS LEGENDS FUNDING COMPANY, 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 TWENTY-NINTH DAY OF JANUARY, A.D. 2004.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CYPRESS LEGENDS FUNDING COMPANY, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2898520

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DATE: 01-29-04

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