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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. Villas Funding Company, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "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. 14-1923117

(FEI number, if applicable)

4. 2/16/05

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

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. acquire title to property & engage in any activity in accordance with DE & FL 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 NOT acceptable)

Name: LexisNexis Document Solutions Inc

Office Address: 1201 Hays 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.

LexisNexis Document Solutions Inc.

By: Janet Budhu

Janet Budhu, Asst. Vice President

(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.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached

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. Michelle Moezzi, Vice President

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

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Villas Funding Company, Inc.

*c/o Global Securitization Services, LLC
445 Broad Hollow Road, Suite 239
Melville, NY 11747*

Directors

Bernard J. Angelo
Frank B. Bilotta
Michelle Moezzi

Officers

Bernard J. Angelo	President, Treasurer, Asst. Secretary
Michelle Moezzi	Vice President, Asst. Treasurer and Secretary
Frank B. Bilotta	Vice President, Asst. Treasurer and Asst. Secretary
Kevin P. Burns	Vice President, Asst. Treasurer and Asst. Secretary
Christopher T. Burt	Vice President, Asst. Treasurer and Asst. Secretary
Timothy O'Connor	Vice President, Asst. Treasurer and Asst. Secretary
Denise Veldt	Vice President, Asst. Treasurer and Asst. Secretary
John DeMitt	Vice President, Asst. Treasurer and Asst. Secretary
John Fridlington	Vice President, Asst. Treasurer and Asst. Secretary

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Delaware

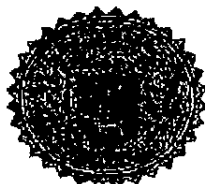
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VILLAS 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 SEVENTEENTH DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VILLAS FUNDING COMPANY, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF FEBRUARY, A.D. 2005.

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

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AUTHENTICATION: 3690023

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DATE: 02-17-05

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