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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

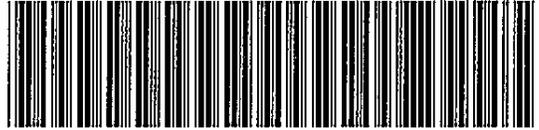
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05 FEB 28 PM 12:36  
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TALLAHASSEE, FLORIDA

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DEPT. OF CORP. AFFAIRS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 219959 4320946

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED  
05 FEB 28 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 23, 2005

ORDER TIME : 9:41 AM

ORDER NO. : 219959-020

CUSTOMER NO: 4320946

CUSTOMER: Shawn Parish  
Venable Llp  
575 7th St. Nw

Washington, DC 20004

FOREIGN FILINGS

NAME: TIMARRON CAPITAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: \_\_\_\_\_

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FEB 28 PM 12:36  
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1. Timarron Capital, 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 3. 20-1761843  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/15/04 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 5215 N. O'Connor, Suite 1140, Irving, TX 75039  
(Principal office address)  
5215 N. O'Connor, Suite 1140, Irving, TX 75039  
(Current mailing address)

8. Commercial mortgage lending  
(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: Corporation Service Company  
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.*

Corporation Service Company  
By: Dolores Burton  
(Registered agent's signature)  
Dolores Burton, Assistant 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**

Chairman: See attached Exhibit A

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: See attached Exhibit A

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

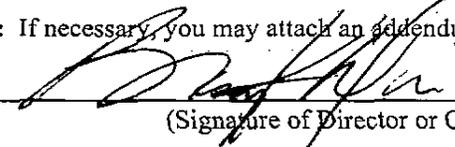
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13.  2/18/05  
(Signature of Director or Officer listed in number 12 of the application)

14. Barry Davis, Chief Operating Officer  
(Typed or printed name and capacity of person signing application)

**EXHIBIT A**

**Timarron Capital, Inc.  
a Delaware corporation**

**OFFICERS**

<b>Name</b>	<b>Office</b>	<b>Business Address</b>
Craig Barnes	President and Chief Executive Officer	5215 N. O'Connor Suite 1140 Irving, TX 75039
Gary Woods	Vice President, Managing Director and Secretary	5215 N. O'Connor Suite 1140 Irving, TX 75039
Jeffrey Bottoms	Vice President and Managing Director	5215 N. O'Connor Suite 1140 Irving, TX 75039
Michel Gilbert	Vice President and Managing Director	5215 N. O'Connor Suite 1140 Irving, TX 75039
Barry Davis	Chief Operating Officer	5215 N. O'Connor Suite 1140 Irving, TX 75039

**DIRECTORS**

<b>Name</b>	<b>Business Address</b>
John M. Scheurer	5215 N. O'Connor Suite 1140 Irving, TX 75039
Jordan Paul	5215 N. O'Connor Suite 1140 Irving, TX 75039
Douglas L. Cooper	5215 N. O'Connor Suite 1140 Irving, TX 75039
David B. Iannarone	5215 N. O'Connor Suite 1140 Irving, TX 75039
Craig Barnes	5215 N. O'Connor Suite 1140 Irving, TX 75039
Barry Davis	5215 N. O'Connor Suite 1140 Irving, TX 75039
Gary Woods	5215 N. O'Connor Suite 1140 Irving, TX 75039

# Delaware

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*The First State*

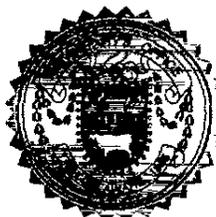
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TIMARRON CAPITAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TIMARRON CAPITAL, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF OCTOBER, A.D. 2004.

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

3868150 8300

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3703158

DATE: 02-24-05