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05 MAR 31 PM 2:02
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Carlyle Financial Services, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Vickie Marie Brown, Legal Department

(Name of Person)

First Southwest Company

(Firm/Company)

325 North St. Paul Street, Suite 800

(Address)

Dallas, Texas 75201

(City/State and Zip code)

For further information concerning this matter, please call:

Dana S. Juergensen

(Name of Person)

at (214) 953-4064

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

05 MAR 31 PM 2:02
TALLAHASSEE, FLORIDA

**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. Carlyle Financial Services, 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. 74-3101472
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/07/2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 325 North St. Paul Street, Suite 800, Dallas, Texas 75201
(Principal office address)

325 North St. Paul Street, Suite 800, Dallas, Texas 75201
(Current mailing address)

8. municipal lease financing
(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: 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: Michael E. Jones
(Registered agent's signature)

Michael E. Jones
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.

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

A. DIRECTORS

Chairman: and Director: Hill A. Feinberg

Address: 325 North St. Paul Street, Suite 800

Dallas, Texas 75201

Vice Chairman: _____

Address: _____

Director: Barry L. Friedman

Address: 325 North St. Paul Street, Suite 800

Dallas, Texas 75201

Director: Don Campbell

Address: 325 North St. Paul Street, Suite 800

Dallas, Texas 75201

B. OFFICERS

President: Barry L. Friedman

Address: 325 North St. Paul Street, Suite 800

Dallas, Texas 75201

Vice President: Dana S. Juergensen

Address: 325 North St. Paul Street, Suite 800

Dallas, Texas 75201

Secretary: Don Campbell

Address: 325 North St. Paul Street, Suite 800, Dallas, Texas 75201

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)

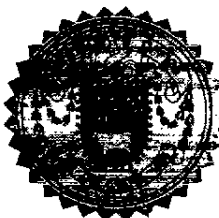
14. Dana S. Juergensen, Vice President
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARLYLE FINANCIAL SERVICES, 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 ELEVENTH DAY OF JANUARY, A.D. 2005.



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050017987

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3611657

DATE: 01-11-05