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Florida Department of State
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From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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FOREIGN PROFIT/NONPROFIT CORPORATION

MeriCap Credit Corporation

Certificate of Status	0
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J. Shivers APR 27 2006

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. MeriCap Credit Corporation

(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. 20-4660329

(FBI number, if applicable)

4. 03/31/2006

(Date of incorporation)

5. Perpetual

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

6. 04/20/2006

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

7. 1415 West 22nd Street, Suite 550E, Oak Brook, IL 60523

(Principal office address)

same

(Current mailing address)

8. See Attachment

(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.

C T Corporation System

By: 

(Registered agent's signature)

Jeffrey R. Graves
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. DIRECTORSChairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: SEE ATTACHMENT

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. Craig S. Wehewuth, President

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

Attachment

Purpose Clause

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized, including but not limited to commercial lending and financial services.

ATTACHMENT
DIRECTOR & OFFICER LIST

Eric Fry

Title: Director
Office Address: 1177 Avenue of the Americas, 40th Floor
New York, New York 10036
Home Address: 15 West 81st Street, Apt 4D
New York, New York 10024

John J. Moon

Title: Director
Office Address: 1177 Avenue of the Americas, 40th Floor
New York, New York 10036
Home Address: 12 East 88th Street, Apt. 3A
New York, New York 10128

Craig S. Weinewuth

Title: Director / President & CEO
Office Address: 1415 West 22nd Street, Suite 550E
Oak Brook, Illinois 60523
Telephone: 866.545.9701 ext. 8301
Home Address: 1N500 Seminole Lane
Winfield, Illinois 60190

James B. Freund

Title: Executive Vice President, Sales & Marketing
Office Address: 1415 West 22nd Street, Suite 550E
Oak Brook, Illinois 60523
Telephone: 866.545.9701 ext. 8302
Home Address: 26W402 Thorngate Lane
Winfield, Illinois 60190

ATTACHMENT

DIRECTOR & OFFICER LIST

Joel R. Cappon

Title: Executive Vice President - Chief Financial Officer

Office Address: 1415 West 22nd Street, Suite 550E
Oak Brook, Illinois 60523
Telephone: 866.545.9701 ext. 8310

Home Address: 621 Meadowview Drive
West Chicago, Illinois 60185

David L. Pederson

Title: Executive Vice President - Chief Information Officer

Office Address: c/o Data393 Holdings LLC
391 Inverness Parkway
Englewood, CO

Home Address: 1040 Country Club Estates Drive
Castle Rock, CO 80108

Delaware

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The First State

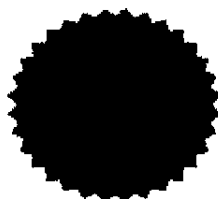
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERICAP CREDIT CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF APRIL, A.D. 2006.

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 "MERICAP CREDIT CORPORATION" WAS INCORPORATED ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2006.

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060374206



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4686770

DATE: 04-21-06