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Division of Corporations Page 1 of 1

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

2006 MAY 24 P 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Windmeadows Funding Company, Inc.

Certificate of Status	0
Certified Copy	1
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From:

05/24/2006 11:26 #012 P.002/004

**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. Windmeadows 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. 20-4920753

(FEI number, if applicable)

4. May 19, 2006

(Date of incorporation)

5. Perpetual

(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. 445 Broad Hollow Road, Suite 239 Melville NY 11747

(Principal office address)

445 Broad Hollow Road, Suite 239 Melville NY 11747

(Current mailing address)

To engage in any lawful act or activity permitted to corporations under Florida law.

8. (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: National Corporate Research, Ltd., Inc.

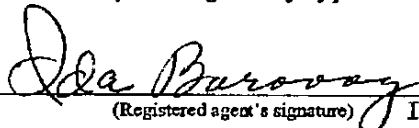
Office Address: 515 East Park Avenue

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) Ida Borovoy, Asst. Secy.

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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From:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Bernard J. Angelo

Address: 445 Broad Hollow Road, Suite 239

Melville

NY

11747

Vice Chairman: Frank B. Bilotta

Address: 114 West 47th Street, Suite 2310

New York

NY

10036

Director: Kevin P. Burns

Address: 445 Broad Hollow Road, Suite 239

Melville

NY

11747

Director: _____

Address: _____

B. OFFICERS

President: Frank B. Bilotta

Address: 114 West 47th Street, Suite 2310

New York

NY

10036

Vice President: John M. DeMilt

Address: 114 West 47th Street, Suite 2310

New York

NY

10036

Secretary: Kevin P. Burns

Address: 445 Broad Hollow Road, Suite 239

Melville

NY

11747

Treasurer: Frank B. Bilotta

Address: 114 West 47th Street, Suite 2310

New York

NY

10036

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. _____

John M. DeMilt

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

From:

05/24/2006 11:27 #012 P.004/004

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINDMEADOWS 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-FOURTH DAY OF MAY, A.D. 2006.

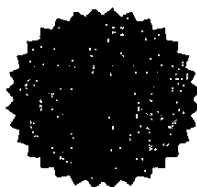
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WINDMEADOWS FUNDING COMPANY, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF MAY, A.D. 2006.

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

FILED

2006 MAY 24 P 1:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4769522

DATE: 05-24-06

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