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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)558-1575

FLORIDA PROFIT/NON PROFIT CORPORATION

KENDRICK CF ACQUISITION INC.

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06 DEC 28 PM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

60-12-28-06

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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. Kendrick CF Acquisition 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. \_\_\_\_\_

(FEI number, if applicable)

4. 9/18/06

(Date of incorporation)

5. Perpetual

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

6. No business transacted in Florida prior to registration.

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

7. 21 Custom House Street; 10th Floor Boston, MA 02110

(Principal office address)

21 Custom House Street; 10th Floor Boston, MA 02110

(Current mailing address)

8. To conduct any lawful business/Third party loan services.

(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

(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.*

Corporation Service Company

By: Michael Cambareri  
(Registered agent's signature)

**Michael Cambareri**  
**Asst. 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.

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

**A. DIRECTORS**

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

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

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

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

Director: William J. Kennedy Jr.

Address: 21 Custom House Street; 10th Floor

Boston, MA 02110

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

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

**B. OFFICERS**

President: William J. Kennedy Jr.

Address: 21 Custom House Street; 10th Floor

Boston, MA 02110

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

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

Secretary: Eric Y. Rogoff (also V.P.)

Address: 21 Custom House Street; 10th Floor; Boston MA 02110

Treasurer: Matthew Hurley (CFO)

Address: 21 Custom House Street; 10th Floor; Boston MA 02110

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. Eric Y. Rogoff Vice President

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

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TALLAHASSEE, FLORIDA

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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 "KENDRICK CF ACQUISITION 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-SEVENTH DAY OF DECEMBER, A.D. 2006.

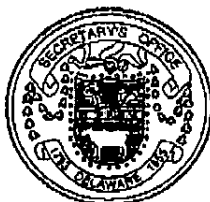
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KENDRICK CF ACQUISITION INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2006.

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

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TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5312160

DATE: 12-27-06