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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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SUBJECT: Captec Franchise Capital Corporation II
(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:

Diane B. Cabbell, Esq.

(Name of Person)

Miller, Canfield, Paddock and Stone, P.L.C.

(Firm/Company)

101 N. Main Street, 7th Floor

(Address)

Ann Arbor, MI 48104-1400

(City, State and Zip Code)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Diane B. Cabbell

(Name of Person)

at (313) 668-2170

Area Code & Daytime Telephone Number

Carlton Fields

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Captac Franchise Capital Corporation II
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Michigan
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. November 18, 1991
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 24 Frank Lloyd Wright Dr.,
Lobby L, 4th Floor
P.O. Box 544
Ann Arbor, MI 48106-0544
(Current mailing address)
8. Act as Managing General Partner of Captac Franchise Capital Partners L.P. II
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

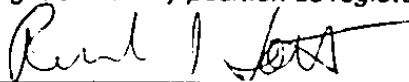
9. Name and street address of Florida registered agent:

Name: Richard I. Lott, Esq.

Office Address: Miller, Canfield, Paddock and Stone, P.A.
25 W. Cedar St., Ste. 500
Pensacola, Florida, 32501
(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)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Patrick L. Beach

Address: 440 High Orchard Drive

Ann Arbor, MI 48105

Vice Chairman: W. Ross Martin

Address: 6399 Huron Creek Court

Dexter, MI 48130

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Patrick L. Beach

Address: 440 High Orchard Drive

Ann Arbor, MI 48105

Vice President: W. Ross Martin

Address: 6399 Huron Creek Court

Dexter, MI 48130

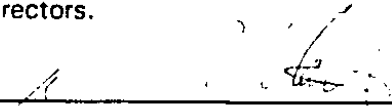
Secretary: W. Ross Martin

Address: see above

Treasurer: W. Ross Martin

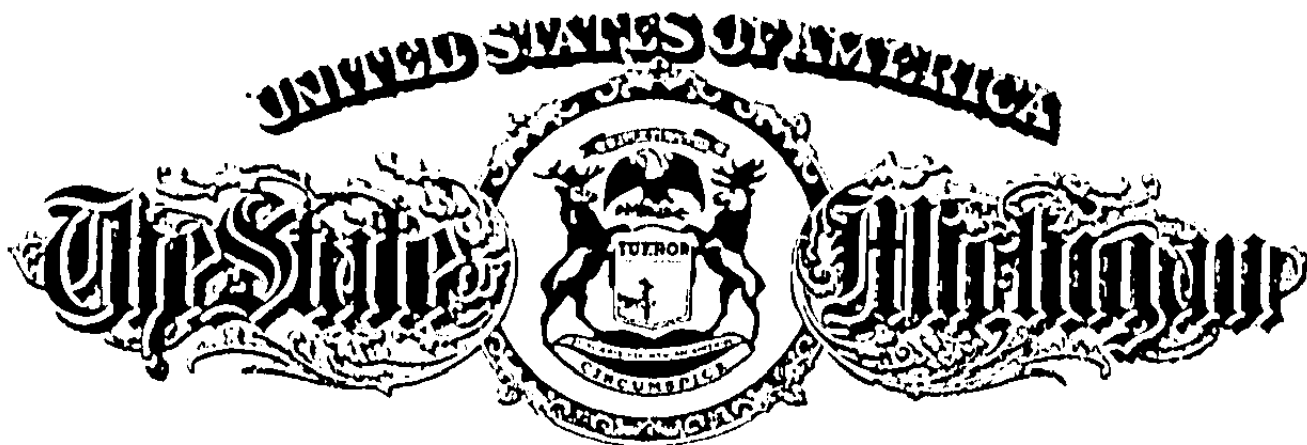
Address: see above

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. W. Ross Martin, Vice President, Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

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Lansing, Michigan

This is to Certify That

CAPTEC FRANCHISE CAPITAL CORPORATION II

was validly incorporated on November 25, 1991, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 18th day of January, 1995.

Carl L. Lysen, Director
Corporation & Securities Bureau