

Document Number Only

F95000001434

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Bldg. 200

Address

Tallahassee, Fla. 32301 (904) 656-0290
City State Zip Phone

8000000143401238
803724295-01004-013
****122.50 ****122.50

CORPORATION(S) NAME

USE Form 1 registration 234

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Restatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of N.A.
- Fictitious Name
- CUS. / a/s
- After 4:30
- Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00
32400

PLEASE RETURN EXTRA COPY(S)
FILE BINNED

**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. USF Fund Corporation

(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. Delaware

(State or country under the law of which it is incorporated)

3. 52-1869230

(FEI number, if applicable)

4. May 5, 1994

(Date of incorporation)

5. Perpetual

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

6. March 28, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. % Capitol Investment Associates Corp.

5454 Wisconsin Ave., N.W., #1265, Chevy Chase, MD 20815

(Current mailing address)

8. To invest in real estate and real estate partnerships, and otherwise to conduct any other lawful activity.

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

, Florida, 33324

(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.

Barbara A. Burke

(Registered agent's signature)

BARBARA A. BURKE

SPECIAL 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.

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 FEBRUARY 21, 1995

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

A. DIRECTORS

Chairman: Michael D. Rubin
Address: 5454 Wisconsin Avenue, #1265
Chevy Chase, MD 20815

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Michael D. Rubin
Address: 5454 Wisconsin Ave, #1265
Chevy Chase, MD 20815


Vice President: Steven M. Glazer
Address: 5335 Wisconsin Ave., #880
Washington, D.C. 20015

Secretary: Bruce Lyons
Address: 5454 Wisconsin Ave., #1265
Chevy Chase, MD 20815

Treasurer: Michael D. Rubin
Address: 5454 Wisconsin Ave, #1265
Chevy Chase, MD 20815

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 24 PM 12: 59

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

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

14. Steven M. Glazer, Vice President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LSF FUND 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 SEVENTEENTH DAY OF MARCH, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 24 PM 12:59



Edward J. Freel

Edward J. Freel, Secretary of State

2402314 8300

950060007

AUTHENTICATION: 7442331

DATE: 03-17-95

F95000001434



CorpAssist

Suite 910
1000 Vermont Avenue, N.W.
Washington, D.C. 20005
(202) 371-8000
800-438-2090
Fax: (202) 371-1045

FILED
97 JUL 23 AM 8:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

City/State/Zip Phone #
See letter attached

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #) **300002231583--9**
-02/07/97--01134--002
******140.00 *****35.00**
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RA Chg.

VB JUL 25 1997

Examiner's Initials



CorpAssist

Suite 910
1090 Vermont Avenue, N.W.
Washington, D.C. 20005
(202) 371-8090
800-438-2996
Fax: (202) 371-1948

Suite 9E
11 E. Chase Street
Baltimore, MD 21202
(410) 530-8370
800-530-8778
Fax: (410) 530-8848

Date: July 1, 1997
To: Secretary of State, Clerk
From: Paula Loder
CorpAssist - DC
1090 Vermont Avenue, NW #910
Washington, DC 20005
800-438-2996
Re: Change of Registered Agent Filings

Enclosed please find the change of agent filing for the following companies in your state:

Del Mar Village, Inc.
Capfair Corporation
Rec I. Corp.
USF Fund Corporation

Please file this change and return acknowledgment to me in the enclosed self-addressed, stamped envelope.

Thank you.



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 16, 1997

PAULLA LODER
CORPASSIST - DC
1090 VERMONT AVE., NW #910
WASHINGTON, DC 20005

SUBJECT: USF FUND CORPORATION
Ref. Number: F95000001434

We have received your document for USF FUND CORPORATION and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 797A00036308

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: USF Fund Corporation

1b. Date of incorporation: 3/24/95 Document number F 7580000

2. The name and address of the current registered agent and office: CT Corporation System

1200 S. Pine Island Drive, Plantation, Fl 33324

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE
May 30, 1997
DATE

MICHAEL D. RUBIN, PRESIDENT
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.
SIGNATURE By: Paula Loder Asst. Sec.
(Registered Agent)
DATE 7/22/97

97 JUL 23
FILED
TALLAHASSEE
OFFICE OF STATE
SECRETARY
FLORIDA
MAY 4 8:15