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C T CORPORATION SYSTEM

Requestor's Name
 1311 Executive Center Drive, Ste. 200
 Address

Tallahassee, Fl. 32301 (904) 656-0298
 City State Zip Phone

400001465294
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 *****70.00 *****70.00

CORPORATION(S) NAME

Transamerica Joint Ventures, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
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- Mail Out
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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. Transamerica Joint Ventures, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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. April 5, 1995
(Date of Incorporation)

4. Perpetual
(Duration)

5. 36-4013922
(Federal Employer Identification number, if applicable)

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

7. 225 North Michigan Avenue, Suite 2200, Chicago, Illinois 60601
(Current mailing address)

8. To enter into general partnerships for the ownership and operation of commercial finance businesses.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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9. Officers:

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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DIVISION OF CORPORATIONS
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(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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: _____

Charles W. Meyer
C T Corporation System

CHARLES W. MEYER
SPECIAL ASST. SECRETARY

(Typed Name and Title of Officer)

12. 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.

13. _____

(Signature of Chairman, Vice Chairman or any officer listed in number 9 of the application)

14. Rosalie Reynolds, Asst. Secretary

(Name and capacity of person signing application)

OFFICERS & DIRECTORS

Russell T. Charlton
President & Director

Robert E. T. Lackey
Vice President & General Counsel & Secretary

Rosalie M. Reynolds
Assistant Secretary

Stephen G. Earhart
Vice President
Two Ravinia Drive, Ste. 400
Atlanta, GA 30346

Steven J. Toeniskoetter
Vice President-Operations

Rosario A. Perrelli
Vice President-Controller

John J. Mohr
Vice President-Tax

Debra S. Wendt
Assistant Secretary

Richard H. Finn
Director
600 Montgomery Street
San Francisco, CA 94111

Steven A. Read
Director

Business Address for remaining Officers & Directors:
225 North Michigan Avenue, Ste. 2200
Chicago, IL 60601

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRANSAMERICA JOINT VENTURES, 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-FIRST DAY OF APRIL, A.D. 1995.

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

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DIVISION OF PUBLIC OPERATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7480350

DATE:

04-21-95