

F95000002905

Kansas City, MO 64105
(816) 435-2318
(816) 435-2326 FAX

June 13, 1995

Secretary of State
Corporations Division
409 Gaines Street
Tallahassee, FL 32399

Via Federal Express

800001513368
-05/15/95--01019--004
*****70.00 *****70.00

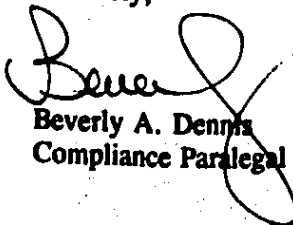
Re: Authority to Conduct Business in Florida as a Foreign Corporation

Dear Sir/Madam:

Enclosed, please find two duplicate originals of the application for authorization to transact business for KC Funding Corp. in the state of Florida. Also enclosed, a certified copy of corporate existence and a check in the amount of \$70.00 to cover filing fees.

If there are any questions, please contact me at (816) 435-3993

Sincerely,


Beverly A. Dennis
Compliance Paralegal

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 16 AM 8:12

mtm

**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. KC Funding Corp.

(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. Missouri

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

3. June 21, 1994

(Date of Incorporation)

4. Perpetual

(Duration)

5. 43-1681393

(Federal Employer Identification number, if applicable)

6. June 1995

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

7. 210 West 10th Street, Kansas City, Missouri 64105

(Current mailing address)

8. Acquisition, owning, holding and disposition of loans secured by real property.

(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: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
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B. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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T. VISITATION
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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 Rd.
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.

SEE ATTACHED

C T Corporation System

Registered agent's signature: _____

(Officer)

(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.

Leon E. Bergman

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

14. Leon E. Bergman, Executive Vice President

(Name and capacity of person signing application)

KC Funding Corp.
List of Directors And Officers

Alan L. Atterbury, Director/President
2001 Shawnee Mission Parkway
Shawnee Mission, KS 66205

Leon E. Bergman, Executive Vice President, CFO, Treasurer
210 West 10th Street
Kansas City, MO 64105

Clarence A. Krantz, Director/Executive Vice President
210 West 10th Street
Kansas City, MO 64105

William V. Morgan, Director
1236 W. 57th Street
Kansas City, MO 64113

Charles J. Sipple, Senior Vice President
210 West 10th Street
Kansas City, MO 64105

Paula J. Mickelson, Secretary
210 West 10th Street
Kansas City, MO 64105

Craig J. Mueller, Asst. Secretary/Asst. Treasurer
210 West 10th Street
Kansas City, MO 64105

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DIVISION OF CORPORATIONS
95 JUN 16 AM 8:12

ACCEPTANCE OF APPOINTMENT

RE: **KC FUNDING CORP.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: May 31, 1995

C T CORPORATION SYSTEM

By



Bonnie L. Harmon,
Assistant Secretary

95 JUN 15 AM 8:12

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

95 JUN 16 AM 8:12

DIVISION OF CORPORATIONS

KC FUNDING CORP.

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI AND KEEPER OF THE GREAT SEAL THEREOF, DO HEREBY CERTIFY THAT THE ANNEXED PAGES CONTAIN A FULL, TRUE AND COMPLETE COPY OF THE ORIGINAL DOCUMENTS ON FILE AND OF RECORD IN THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 9TH DAY OF JUNE, 1995.

Rebecca McDowell Cook
Secretary of State



MIDLAND COMMERCIAL FINANCING CORP., formerly

210 West 10th Street, Suite 647
Kansas City, MO 64105
(816) 435-2318
(816) 435-2326 FAX

F95000002905
January 15, 1996

Florida Secretary of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000001694980
-01/22/96--01080--019
*****35.00 *****35.00

Re: Midland Commercial Financing Corp.,
formerly KC Funding Corp.
Charter Nbr. F95000002905

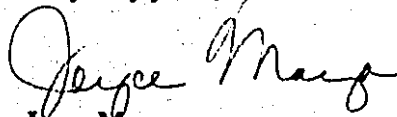
Gentlemen:

Enclosed for filing in your office for the above-referenced corporation are duplicate originals Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, along with a Certificate of Fact evidencing the name change filed in Missouri. Also enclosed is our check in the amount of \$35.00 for your fee.

Please return to the attention of the undersigned a file-stamped copy of the Application for amended authority.

You may contact the undersigned at 816/843-5964 if you have any questions or problems regarding this filing. Thank you for your prompt attention to this matter.

Very truly yours,


Joyce Mayo
Legal Department

jm

Enclosures

N/C

VS JAN 25 1996

FILED
JAN 22 1996
TALLAHASSEE
SECRETARY OF STATE

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
96 JAN 22 AM 11:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. KC Funding Corp.
Name of corporation as it appears on the records of the Department of State.
2. Missouri 3. June 16, 1995
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 12, 1995
5. Midland Commercial Financing Corp.
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."

6. If the amendment changes the period of duration, indicate new period of duration.

No change
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No change
New Jurisdiction

Leon E. Bergman
Signature

January 12, 1996
Date

Leon E. Bergman
Typed or printed name

Executive Vice President
Title

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

I, REBECCA MCDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody as Secretary of State show that

MIDLAND COMMERCIAL FINANCING CORP.
(Formerly: KC FUNDING CORP.)

was incorporated under the Laws of the State of Missouri on the 21st day of June, 1994.

I further certify that on the 12th day of December 1995, an Amendment was filed in this office changing the name of KC FUNDING CORP. to MIDLAND COMMERCIAL FINANCING CORP.

In testimony whereof, I have set my hand and imprinted the Great Seal of the State of Missouri, on this, the 3rd day of January, 1996.


Secretary of State

