

CONTACT:

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UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

OFFICE USE ONLY

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

1. 000001 555227 1
09/20/96--01004--017
*****70.00 *****70.00

1 MTL Finance, Inc. (Corporation Name) (Document #)

2 _____ (Corporation Name) (Document #)

3 _____ (Corporation Name) (Document #)

4 _____ (Corporation Name) (Document #)

☒ Walk In

☐ Pick Up Time _____

☐ Mail Out

☐ Will Wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of State

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

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

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

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. MFL Finance, Inc.
(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. 59-3375314
(FBI number, if applicable)
4. April 15, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 607.1505, F.S.))
7. 6860 Gulfport Boulevard, South
St. Petersburg, Florida 33707
(Current mailing address)
8. See attached
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: NPAI Services, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, 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.

[Signature]
(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.

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY - P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: James L. Douglas, Sr.
Address: 6860 Gulfport Boulevard, St. Petersburg, FL 33707
Vice Chairman: _____
Address: _____

Director: James L. Douglas, Jr.
Address: 6860 Gulfport Boulevard, St. Petersburg, FL 33707

Director: Wilma Crammond
Address: 6860 Gulfport Boulevard, St. Petersburg, FL 33707

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

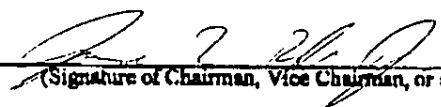
President: James L. Douglas, Jr.
Address: 6860 Gulfport Boulevard, St. Petersburg, FL 33707

Vice President: James L. Douglas, Sr.
Address: 6860 Gulfport Boulevard, St. Petersburg, FL 33707

Secretary: James L. Douglas, Sr.
Address: 6860 Gulfport Boulevard, St. Petersburg, FL 33707

Treasurer: _____
Address: _____

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. James L. Douglas, Jr., President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

The limited purposes of MTL Finance, Inc. are to:

- (a) acquire, own, hold, sell, transfer, assign, pledge, finance, refinance and otherwise deal with (i) tax lien certificates secured by residential, commercial or mixed commercial and residential properties or shares issued by private non-profit housing corporations, (ii) bonds, notes or other evidences of indebtedness, or (iii) any participation interest in or security based on or backed by any of the foregoing (the assets described in clauses (i) through (iii), collectively, "Assets");
- (b) act as depositor or settlor and authorize and issue one or more series (each, a "Series") of nonrecourse pass-through securities or debt instruments ("Securities") pursuant to pooling and servicing agreements, trust agreements or trust indentures (each, an "Agreement"), each of which Series (i) represents ownership interests in or debt instruments collateralized by the Assets, related property and/or collections in respect thereof, and (ii) may be structured to contain one or more classes of Securities, each class having the characteristics specified in the related Agreement, and to acquire, own, hold, sell, transfer, assign, pledge, finance or refinance one or more Securities or classes of Securities of any Series; and
- (c) acquiring any bond insurance policy, surety bond, letter of credit guaranty, loan agreement, standby letter of credit or loan facility, or other similar financial guaranty or credit enhancement or liquidity enhancement contract to be deposited with Assets;
- (d) entering into loan, liquidity or other financing agreements or similar financial contracts or incurring obligations of any kind in connection with the issuance of Securities;
- (e) engage in any acts and activities and exercise any powers permitted to corporations under the laws of the State of Delaware which are incidental to, or connected with, the foregoing, and necessary, suitable or convenient to accomplish any of the foregoing.

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TALLAHASSEE, FLORIDA

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 "MTL FINANCE, 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 FOURTH DAY OF 'SEPTEMBER, A.D. 1996.

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

FILED
96 SEP 19 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

2613819 8300

960256855

AUTHENTICATION:

8091680

DATE:

09-04-96