

F96000005522

ATLANTA, GEORGIA
BRUNSWICK, GEORGIA
CHARLOTTE, NORTH CAROLINA
HONG KONG
KNOXVILLE, TENNESSEE
MCLEAN, VIRGINIA

MUNTON & WILLIAMS
RIVERFRONT PLAZA, EAST TOWER

651 EAST BYRD STREET
RICHMOND, VIRGINIA 23210-4074

TELEPHONE (804) 788-8200

FACSIMILE (804) 788-8218

NEW YORK, NEW YORK
NORFOLK, VIRGINIA
RALEIGH, NORTH CAROLINA
WARSAW, POLAND
WASHINGTON, D.C.

FILE NO. 48346.15
DIRECT DIAL: (804) 788-8610
TELECOPY: (804) 788-8218

October 21, 1996

BY OVERNIGHT COURIER

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

400001983304--1
-10/22/96--01166--003
*****70.00 *****70.00

RFS Financing Corporation

Dear Sir or Madam:

Enclosed for filing is an Application by Foreign Corporation for Authorization to Transact Business in Florida, submitted on behalf of RFS Financing Corporation. A check in the amount of \$70 is enclosed in payment of the fees.

Please return any filing evidence to me in the enclosed, self-addressed, prepaid Federal Express envelope.

I would greatly appreciate it if, should you have any questions or problems with enclosed papers, you would call me collect at (804) 788-8610.

Sincerely,

Cynthia M. Bondurant

Cynthia M. Bondurant
Paralegal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 24 AM 11:08
10/24

Enclosures

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. RFS Financing 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. Tennessee

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

3. Applied

(FEI number, if applicable)

4. October 3, 1996

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.156, F.S.))

7. 889 Ridge Lake Blvd., Suite 100, Memphis, Tennessee 38120

(Current mailing address)

8. To serve as General Partner of RFS Financing Partnership, L.P.

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Inland Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Kevin J. Gallagher, Asst. V.P.

(Type Name and Title of Officer)

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: Robert M. Solmson

Address: 889 Ridge Lake Blvd., Suite 100

Memphis, Tennessee 38120

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Minor W. Perkins

Address: 889 Ridge Lake Blvd., Suite 100

Memphis, Tennessee 38120

Vice President: Michael J. Pascal

Address: 889 Ridge Lake Blvd., Suite 100

Memphis, Tennessee 38120

Secretary: Michael J. Pascal

Address: 889 Ridge Lake Blvd., Suite 100


Memphis, Tennessee 38120

Treasurer: Michael J. Pascal

Address: 889 Ridge Lake Blvd., Suite 100

Memphis, Tennessee 38120

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. Michael J. Pascal, Vice President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 24 AM 11:08

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 10/16/1996
REQUEST NUMBER: 3229-2444
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 10/03/1996
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0318704
JURISDICTION: TENNESSEE

TO:
HUNTON & WILLIAMS
AT: C. BONDURANT
951 E BYRD STREET
RICHMOND, VA 23219-4074

REQUESTED BY:
HUNTON & WILLIAMS
AT: C. BONDURANT
951 E BYRD STREET
RICHMOND, VA 23219-4074

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"REFINANCING CORPORATION"

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE,
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID,
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED, AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 24 AM 11:08

FOR: REQUEST FOR CERTIFICATE

ON DATE: 10/16/96

FROM:
HUNTON & WILLIAMS(E. BYRD ST.)
951 E. BYRD STREET
RIVERFRONT PLAZA
RICHMOND, VA 23219-0000

RECEIVED: FEES \$150.00 \$100.00
TOTAL PAYMENT RECEIVED: \$250.00

RECEIPT NUMBER: 00002021147
ACCOUNT NUMBER: 00205973



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

F96000005522

RFS FINANCING CORPORATION
889 Ridge Lake Boulevard
Suite 100
Memphis, TN 38120

November 13, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

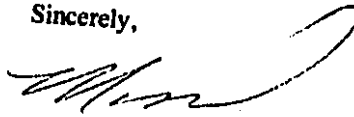
RFS Financing Corporation

Dear Sir or Madam:

RFS Financing Corporation qualified to do business in Florida on October 24, 1996.
Please be advised that its Federal Employer Identification Number is 62-1657534.

If you need any additional information, please contact me at the above address.

Sincerely,



Michael J. Pascal
Vice President

1512/2