

F96000005566

Structure Finance Corporation

4731 Pine Tree Drive
Miami Beach, Florida 33140

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Telephone 305 532 6093
Fax 305 538 7388

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*****78.75 *****78.75

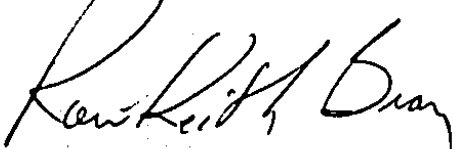
24 October 1996

Gentlemen:

Please find enclosed application for authorization to transact business in Florida.

Also enclosed is a certificate of existence and a check for \$78.75 to cover charges for registration and for a certificate of status.

Thank you.



Robert Keith Gray
Chairman

12/10/28

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 25 AM 8:40

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. STRUCTURE FINANCE 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 3. 75- 267 1132
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 26, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not yet begun
(Date first transacted business in Florida. (See sections 607.1521, 607.1522, and 617.155, F.S.)

7. 4731 Pine Tree Drive
Miami Beach, Florida
(Current mailing address)

8. Investment, Trading, General Business
(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: EFRAIN MACHADO

Office Address: 4731 Pine Tree Drive
Miami Beach, Florida, 33140
(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.

Efrain Machado
(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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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: Robert Keith Gray
Address: 4731 Pine Tree Drive
Miami Beach, Florida 33140

Vice Chairman: _____
Address: _____

Director: Sheik Hani Abdulha
Address: 4713 Pine Tree Drive
Miami Beach, Florida 33140

Director: Sheik-Y Al-Sheikl Ibrahim
Address: 4731 Pine Tree Drive
Miami Beach, Florida 33140

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

President: Robert Keith Gray
Address: 4731 Pine Tree Drive
Miami Beach, Florida 33140

Vice President: _____
Address: _____

Secretary: Sheik-Y Al-Sheikl Ibrahim
Address: 4731 Pine Tree Drive
Miami Beach, Florida 33140

Treasurer: Laurie Shelton
Address: 4731 Pine Tree Drive
Miami Beach, Florida 33140

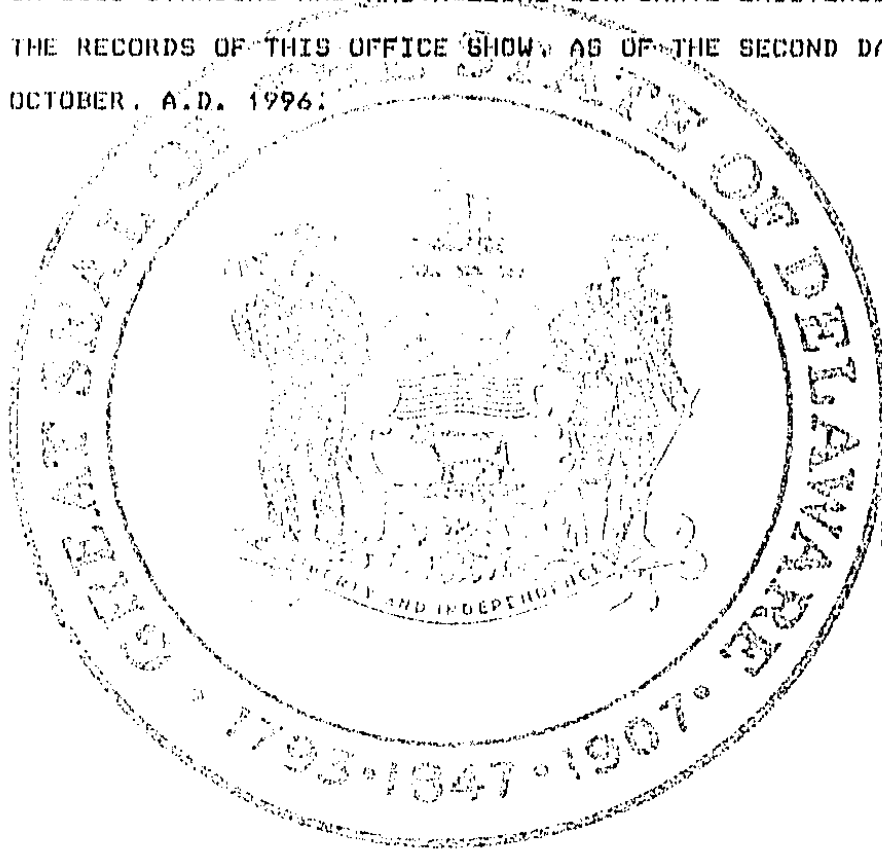
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Robert Keith Gray
(signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert Keith Gray, Chairman
(typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STRUCTURE FINANCE 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 SECOND DAY OF OCTOBER, A.D. 1996.



96 OCT 25 AM 8:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

10-02-96