

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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1.) HCFP Funding, Inc
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APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

1. HCFP Funding, Inc.
(Name of corporation: must include the word "INCORPORATED" 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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Delaware
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. 09/16/96
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or perpetual)
6. Has Not Yet Conducted Business in Florida
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 617.153, F.S.)
7. 2 Wisconsin Circle, Suite 320
Chevy Chase, Maryland 20815
(Current mailing address)
8. Financial Services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Corporation Service Company
(Name)
1201 Hays Street
(Office address)
Tallahassee Florida 32301
(City) (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.


(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.

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: John K. Delaney
Address: 2 Wisconsin Circle, Suite 320
Chevy Chase, Maryland

Vice Chairman: Ethan D. Leder
Address: 2 Wisconsin Circle, Suite 320
Chevy Chase, Maryland

Director: Edward P. Nordberg, Jr.
Address: 2 Wisconsin Circle, Suite 320
Chevy Chase, Maryland

Director:
Address:

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

President: John K. Delaney
Address: 2 Wisconsin Circle, Suite 320
Chevy Chase, Maryland

Vice President: Edward P. Nordberg, Jr.
Address: 2 Wisconsin Circle, Suite 320
Chevy Chase, Maryland

Secretary: Edward P. Nordberg, Jr.
Address: 2 Wisconsin Circle, Suite 320, Chevy Chase, Maryland
Treasurer: Hilde M. Alter
Address: 2 Wisconsin Circle, Suite 320, Chevy Chase, Maryland

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

13. *Edward P. Nordberg, Jr.*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Edward P. Nordberg, Jr. Sr. Vice President

(Typed or printed name and capacity of person signing application)
Edward P. Nordberg, Jr., Senior Vice President

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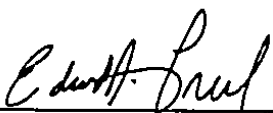
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HCFP FUNDING, 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 NINETEENTH DAY OF NOVEMBER, A.D. 1996.

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DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8199634
DATE: 11-19-96

**CORPORATE
ACCESS,
INC.**

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P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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1.) HCFP Funding Inc
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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1803, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. HCFP Funding, Inc.
(Name of corporation; 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. 09/16/96 4. Perpetual
(Date of Incorporation) (Duration)
5. Applied For
(Federal Employer Identification number, if applicable)
6. Has Not Yet Conducted Business in Florida
(Date first transacted business in Florida. See sections 607.1801, 607.1802, and 617.186, F.S.)
7. 2 Wisconsin Circle, Suite 320 , Chevy Chase, Maryland 20815
(Current mailing address)
8. Financial Services
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: John K. Delaney
Address: 2 Wisconsin Circle, Suite 320
Chevy Chase, Maryland 20815

Vice Chairman: Ethan D. Leder
Address: 2 Wisconsin Circle, Suite 320
Chevy Chase, Maryland 20815

Director: Edward P. Nordberg, Jr.
Address: 2 Wisconsin Circle, Suite 320
Chevy Chase, Maryland 20815

Director: _____
Address: _____

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President: John K. Delaney
Address: 2 Wisconsin Circle, Suite 320
Chevy Chase, Maryland 20815

Vice President: Edward P. Nordberg, Jr.
Address: 2 Wisconsin Circle, Suite 320
Chevy Chase, Maryland 20815

Secretary: Edward P. Nordberg, Jr.
Address: 2 Wisconsin Circle, Suite 320, Chevy Chase, Maryland 20815

Treasurer: Hilde M. Alter
Address: 2 Wisconsin Circle, Suite 320, Chevy Chase, Maryland 20815

(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, FL 32301

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:


Douglas W. Junker ^(Officer) *Authorized Representative*
(Type 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)

EDWARD P. Nordberg Jr.

14. Vice President and Director
(Name and capacity of person signing application)