

TRANSMITTAL LETTER

F97000006038

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

300002312133--5
-10/06/97--01041--007
*****78.75 *****78.75

SUBJECT: Performance Funding Corporation
(Name of corporation)

W97-22794

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Anne E. Simerman
(Name of Person)
Barrett & McNagney
(Firm/Company)
P.O. Box 2263
(Address)
Fort Wayne, Indiana 46801
(City, State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/18

Should you need to call someone concerning this matter, please call:

Anne E. Simerman at (219) 423 - 9551
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 6, 1997

ANNE E. SIMERMAN
BARRETT & MCNAGNY
PO BOX 2263
FT WAYNE, IN 46801

SUBJECT: PERFORMANCE FUNDING CORPORATION
Ref. Number: W97000022794

We have received your document for PERFORMANCE FUNDING CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 097A00048985

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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TALLAHASSEE, FLORIDA
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I, the undersigned Leeanne Graziani, do hereby certify
(Name)

Consent to Action by
that this Resolution of the Board of Directors of Performance Funding Corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

effective
was duly ~~accepted~~ on October 20, 19 97.

Be it resolved, that Performance Funding Corporation,
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Performance Acceptance Funding Corporation for use in Florida.

Dated: 10/28/97

Leeanne W. Graziani
Signature of either Chairman, Vice Chairman or any officer

Leeanne Graziani
Type or print name

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. Performance Funding 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

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

3. 35-1934728

(FEI number, if applicable)

4. September 8, 1994

(Date of incorporation)

5. perpetual

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

6. Intend to begin business on October 1, 1997

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

7. 9240 Bonita Beach Road, Suite 1109

Bonita Springs, Florida 34133

(Current mailing address)

8. Purchase of retail installment contracts for the purpose of securitization.

(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: CT Corporation System

Office Address: 1200 Pine Island Road

Plantation, Florida, 33324

(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:

A. DIRECTORS See Attached

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS See Attached

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. _____

Thomas M. West, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Attachment to Application by Foreign Corporation for Authorization to Transact Business in
Florida

12. Names and addresses of officers and/or directors:

A. Directors

John M. Stainbrook
2953 Foxborough Drive
Greenwood, Indiana 46143

Jerry D. VonDeylen
8211 Lake Springs Court
Indianapolis, Indiana 46236

Thomas M. West
1614 Lands Ends Village
Captiva, Florida 33924

Steven P. Hokanson
5615 Audubon Ridge
Indianapolis, Indiana

David P. Andrews
Rt. 3, Box 455A
1205 N. Schulz Road
Fenwick Island, Delaware 19944

B. Officers

Thomas M. West -- President/Treasurer
1614 Lands Ends Village
Captiva, Florida 33924

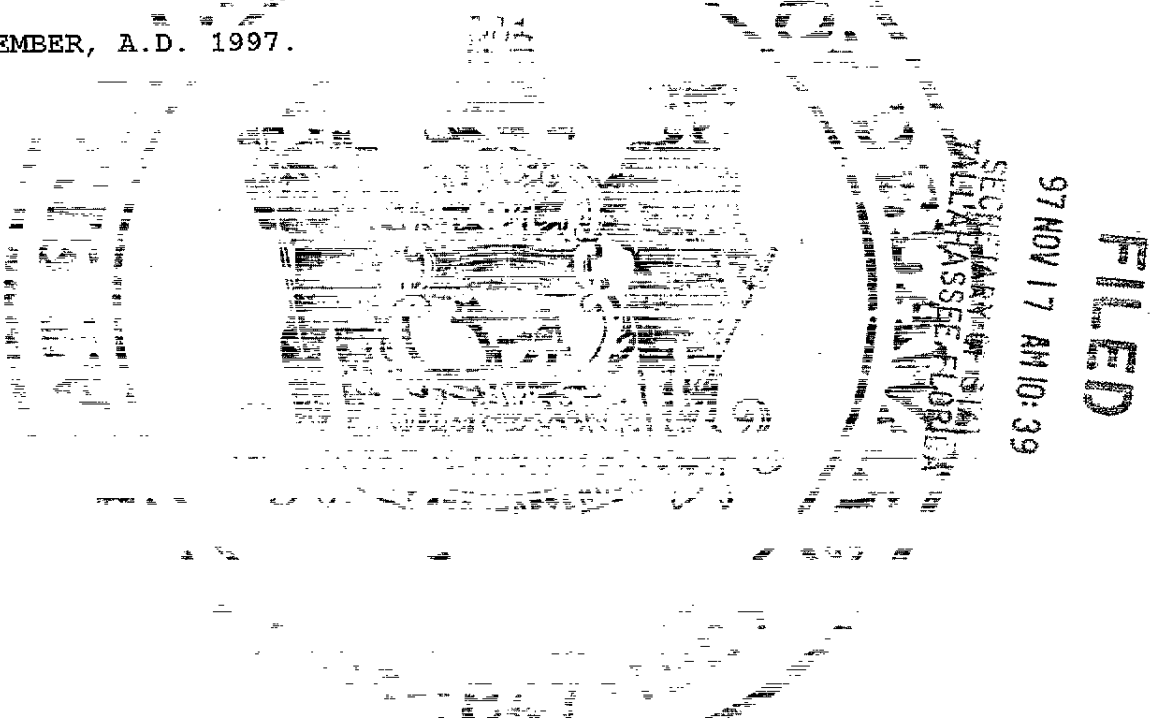
Leeanne Graziani -- Vice President/Secretary/Assistant Treasurer
3249 Pine Ridge Road #101
Naples, Florida 34109

Richard A. Wagoner -- Assistant Secretary/Assistant Vice President
2394 Nash Street
Clearwater, Florida 34625

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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 "PERFORMANCE FUNDING 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 TWENTY-SECOND DAY OF SEPTEMBER, A.D. 1997.



FILED

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8661180

DATE: 09-22-97