

F970000006402



ACCOUNT NO. : 072100000032

REFERENCE : 618631 4345440

AUTHORIZATION :

*Patricia Pizzuti*

COST LIMIT : \$ 70.00

ORDER DATE : December 2, 1997

ORDER TIME : 9:26 AM

ORDER NO. : 618631-025

CUSTOMER NO: 4345440

CUSTOMER: Vincent Bartz, Legal Asst  
Gatx Capital Corporation  
Suite 2200  
Four Embarcadero Center  
San Francisco, CA 94111

100002361751-- 6

W97-26977

FOREIGN FILINGS

NAME: UPPER CREEK INVESTORS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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DIVISION OF CORPORATION  
WL  
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# RESUBMIT

Please give original  
submission date as file date.

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 3, 1997

CSC  
ATTN: STEPHANIE STSCHERBAN

SUBJECT: UPPER CREEK INVESTORS, INC.  
Ref. Number: W97000026977

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

Line 4 was left blank.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 597A00057112

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DIVISION OF CORPORATIONS

# 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. Upper Creek Investors, 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. Applied for  
(FEI number, if applicable)
4. December 2, 1997  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification in Florida  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111  
(Current mailing address)
8. All lawful purposes of operation.  
(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: The Prentice-Hall Corporation System, Inc.  
Office Address: 1201 Hays Street  
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.

The Prentice-Hall Corporation System, Inc.

By: Carol K. Dale

(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: Thomas C. Nord

Address: Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

Vice Chairman: Michael E. Cromar

Address: Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

Director: James G. White

Address: Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

Director:

Address:

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -3 AM 8:21

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

President: Joseph C. Lane

Address: Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

Vice President: Edwin R. Mihm

Address: Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

Secretary: Thomas C. Nord

Address: Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

Treasurer: Richard M. Tinnon

Address: Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

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

13.

*Thomas C. Nord*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

Thomas C. Nord Director

(Typed or printed name and capacity of person signing application)

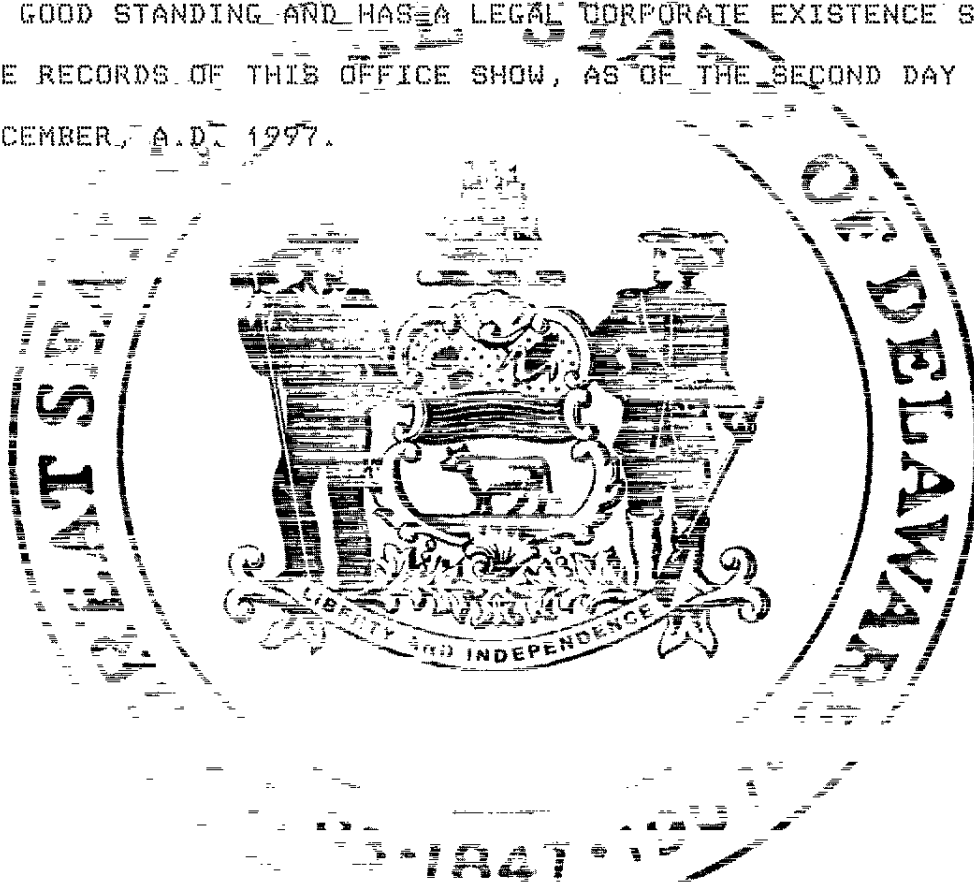
*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UPPER CREEK INVESTORS, 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 SECOND DAY OF DECEMBER, A.D. 1997.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -3 AM 8:22



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8785355

12-02-97