

F98000001885

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000002476670--1

-04/02/98--01050--011

*****52.50 *****52.50

000002476670--1

-04/02/98--01050--012

*****70.00 *****70.00

Franchise Mortgage Acceptance Company

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☒ Limited Liability Partnership

☒ Certified Copy

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Merger

☐ Mark

☐ Other

☐ Change of F.A.

☐ UCC-1 UCC-3

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

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W.P. Verifier

APR - 2 1998

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Thanks, Melanie

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO 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. FRANCHISE MORTGAGE ACCEPTANCE COMPANY

(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. 95-4649104

(FEI number, if applicable)

4. August 23, 1997

(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 817.156, F.S.))

7. 1888 Century Park East, 3rd Floor, Los Angeles, California 90067

(Current mailing address)

8. See attached purpose clause

(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
Island 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

M. T. Fitzpatrick
(Registered agent's signature) (Officer)

M. T. Fitzpatrick, Assistant Secretary
(Title of Officer)

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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: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. Raedelle Walker
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RAEDELLE A. WALKER, EXECUTIVE VP, CFO
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
FRANCHISE MORTGAGE ACCEPTANCE COMPANY**

To engage in the business of originating and servicing loans and equipment leases to small businesses, with a primary focus on established national and regional franchise concepts

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Franchise Mortgage Acceptance Company
1888 Century Park East
Los Angeles, California 90067

Exhibit A

Board of Directors

Name: H. Wayne Snavelly
Title: Chairman of the Board
Business Address: Imperial Credit Industries, Inc.
23550 Hawthorne Boulevard, Building 1
Torrance, California 90505

Name: Wayne Louis Knyal
Title: President and CEO
Business Address: Franchise Mortgage Acceptance Company
1888 Century Park East, 3rd Floor
Los Angeles, California 90067

Name: Ronald V. Davis
Business Address: Davis Capital L.L.C.
72 Cummings Point
Stamford, Connecticut 06902

Name: G. Louis Graziadio, III
Business Address: Ginarra Holdings, Inc.
2325 PV Drive West, Suite 211
Palos Verdes, California 90724

Name: Perry A. Lerner
Business Address: Crown Capital Group, Inc.
660 Madison Avenue, 15th Floor
New York, New York 10021

Name: Richard J. Loughlin
Business Address: 16727 100 Norman Place
Huntersville, North Carolina 28078

Name: John E. Martin
Business Address: The Martin Group
567 San Nicholas Drive, Suite 400
Newport Beach, California 92660

Name: Michael L. Matkins
Business Address: Allen, Matkins, Leck, Gamble & Mallory L.L.P.
515 S. Figueroa Street, Suite 700
Los Angeles, California 90017

Officers

Name: Wayne Louis Knyal
Title: President and CEO
Business Address: Franchise Mortgage Acceptance Company
1888 Century Park East, 3rd Floor
Los Angeles, California 90067

Residence: 11560 Bellagio Road
Los Angeles, California 90049

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Franchise Mortgage Acceptance Company
1888 Century Park East
Los Angeles, California 90067

Name: John W. Rinaldi
Title: Executive Vice President, Loan Portfolio Management
Business Address: Franchise Mortgage Acceptance Company
Five Greenwich Office Park
Greenwich, Connecticut 06831

Name: Thomas J. Shaughnessy
Title: Executive Vice President & Chief Credit Officer
Business Address: Franchise Mortgage Acceptance Company
2839 Paces Ferry Road
Suite 830, Overlook II
Atlanta, Georgia 30339

Name: Radelle A. Walker
Title: Executive Vice President & Chief Financial Officer
Business Address: Franchise Mortgage Acceptance Company
1888 Century Park East, 3rd Floor
Los Angeles, California 90067

Residence: 6285 Deerfield Avenue
San Gabriel, California 91775

Name: Thomas Kaplan
Title: Executive Vice President, Capital Markets
Business Address: Franchise Mortgage Acceptance Company
Five Greenwich Office Park
Greenwich, Connecticut 06831

Name: Mark A. Reader
Title: Vice President
Business Address: Franchise Mortgage Acceptance Company
1888 Century Park East, 3rd Floor
Los Angeles, Ca. 90067

Name: Raedelle Walker
Title: Secretary
Business Address: 1888 Century Park East
Los Angeles, Ca. 90067

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRANCHISE MORTGAGE ACCEPTANCE COMPANY" 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 EIGHTEENTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2788016 8300

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03-18-98