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Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

800002476648--9

-04/02/98-01050-007

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

CORPORATION(S) NAME

FFCA Capital Holding Corporation

HL4/2

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
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W.P. Verifier

APR 02 1998

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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. FFCA Capital Holding 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. applied for
(FEI number, if applicable)

4. March 17, 1998
(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. 17207 N. Perimeter Drive, Scottsdale, Arizona 85255

(Current mailing address)

8. to acquire and hold real estate
(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:

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

Marcia J. Sunahara
(Registered agent's signature) (Officer)

Marcia J. Sunahara, Asst. Vice Pres.

(Type Name and Title of Officer)

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: _____

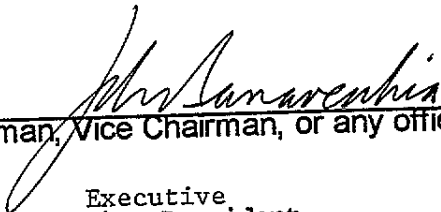
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Treasurer: _____

Address: _____

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

13.


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

Executive
14. John R. Barravecchia, Vice President

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

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**FRANCHISE FINANCE CORPORATION OF AMERICA
LIST OF DIRECTORS AND OFFICERS**

SOLE DIRECTOR

<u>Name</u>
Morton H. Fleischer

Address
17207 N. Perimeter Dr.
Scottsdale, AZ 85255

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OFFICERS

<u>Name</u>	<u>Office</u>	<u>Address</u>
Morton H. Fleischer	Chairman, President and Chief Executive Officer	17207 N. Perimeter Dr. Scottsdale, AZ 85255
John R. Barravecchia	Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Christopher H. Volk	Executive Vice President, Chief Operating Officer, Secretary and Assistant Treasurer	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Dennis L. Ruben	Executive Vice President, General Counsel and Assistant Secretary	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Stephen G. Schmitz	Executive Vice President, Chief Investment Officer and Assistant Secretary	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Catherine F. Long	Senior Vice President - Finance, Principal Accounting Officer, Assistant Secretary and Assistant Treasurer	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Robin L. Roach	Senior Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Harold W. Vinson	Senior Vice President, Property Management	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Jon K. Taylor	Senior Vice President, Asset Management	17207 N. Perimeter Dr. Scottsdale, AZ 85255

Gregg A. Seibert	Senior Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Gary J. Naquin	Vice President, Research and Underwriting	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Margaret J. Craft	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Ronald E. Davis	Vice President, Corporate Communications	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Dennis P. Pepperd	Vice President, Information Systems	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Paul M. Lambert	Vice President and Associate General Counsel	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Stephen Y. Schwanz	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Mark E. Wood	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Patrick J. Feltes	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
R. Scott Cowan	Vice President, Real Estate Review	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Shelly R. Core	Vice President, Tax	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Ellen M. Ingersoll	Vice President and Controller	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Jeffrey M. Fleischer	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Anthony L. Wilson	Vice President, Information Systems	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Tolin W. Baker	Vice President, Information Systems	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Andrew G. Kent	Vice President and Associate General Counsel	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Christopher D. Mosley	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255

STATE OF ARIZONA
DEPARTMENT OF REVENUE
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T. Craig Harland

Vice President, Construction Lending

17207 N. Perimeter Dr.
Scottsdale, AZ 85255

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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 "FFCA CAPITAL HOLDING 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-FIFTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2871884 8300

DATE: 8992946

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03-25-98