

Document Number Only

F98000003500

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002566047--6

-06/19/98--01102--014

*****8.75 *****8.75

700002566047--6

-06/19/98--01102--013

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

Republic SPC 1 Corp.

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

☐ Certified Copy

☐ Photo Copies

☒ CUS

☐ Call When Ready

☒ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

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Thank You!!

Hope

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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98 JUN 19 PM 12:23
RECEIVED
CORPORATION

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. Republic SPC1 Corp.

(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. 59-1463900

(FEI number, if applicable)

4. March 20, 1998

(Date of incorporation)

5. Perpetual

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

6. March 31, 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 111 Second Avenue, N.E., Suite 300, St. Petersburg, Florida 33701

(Current mailing address)

8. To act as a qualified special purpose entity in connection with the securitization of financial assets.

(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

Vicky Goldstein
(Type Name and Title of Officer)

VICKY GOLDSTEIN

SPECIAL ASSISTANT SECRETARY
(Type Name and 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: _____

Address: _____

Vice Chairman: _____

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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TALLAHASSEE FLORIDA

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. Timothy C. Leixner, Assistant Secretary

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

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TALLAHASSEE FLORIDA

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

**Directors of
Republic SPC1 Corp.**

1. Alfred T. May
111 Second Avenue, N.E., Suite 300
St. Petersburg, Florida 33701
2. William J. Morrison
111 Second Avenue, N.E., Suite 300
St. Petersburg, Florida 33701
3. Todd G. Cole
111 Second Avenue, N.E., Suite 300
St. Petersburg, Florida 33701

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

**Officers of
Republic SPC1 Corp.**

1. John W. Sapanski, President
111 Second Avenue, N.E., Suite 300
St. Petersburg, Florida 33701
2. William R. Falzone, Vice President, Secretary and Treasurer
111 Second Avenue, N.E., Suite 300
St. Petersburg, Florida 33701
3. Timothy C. Leixner, Assistant Secretary
One East Broward Boulevard, Suite 1300
Fort Lauderdale, Florida 33301
4. Brian P. Peters, Vice President and Assistant Treasurer
111 Second Avenue, N.E., Suite 300
St. Petersburg, Florida 33701

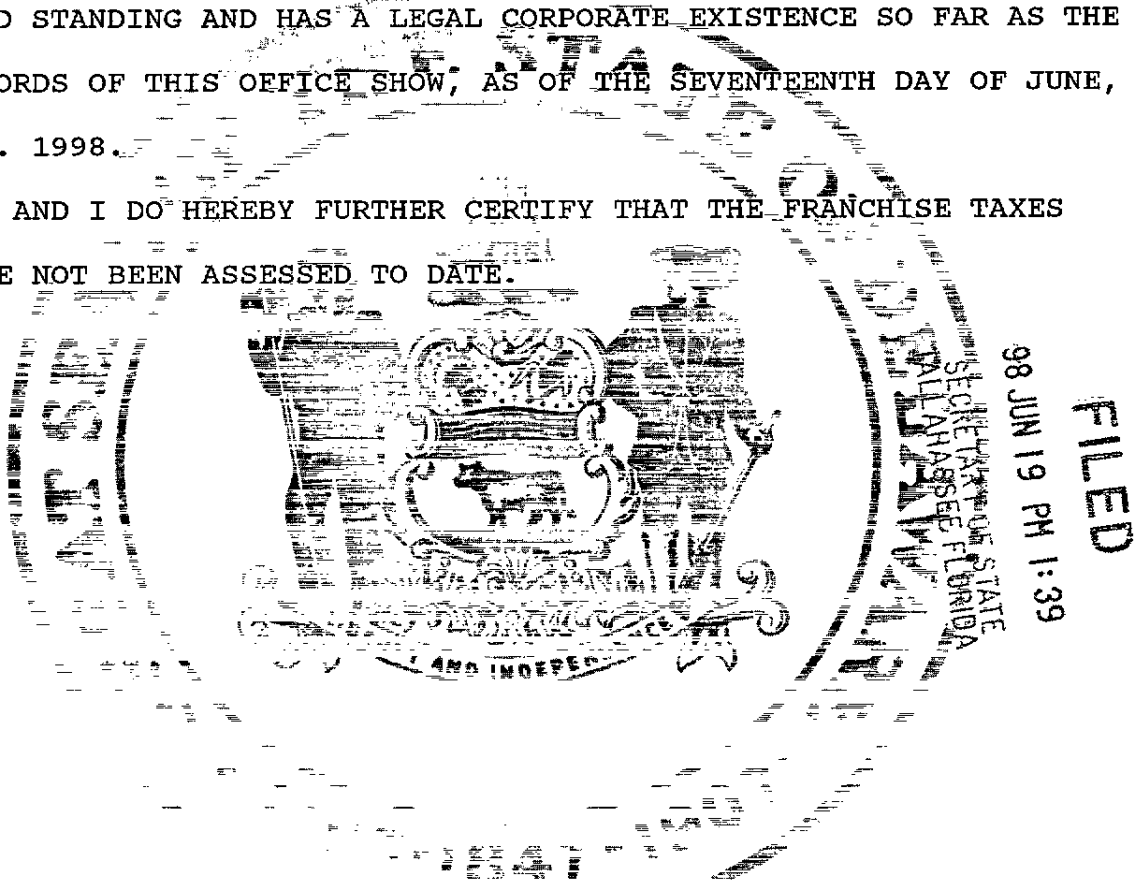
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TALLAHASSEE FLORIDA

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 "REPUBLIC SPC1 CORP." 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 SEVENTEENTH DAY OF JUNE, A.D. 1998.

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



98 JUN 19 PM 1:39

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9144458

06-17-98