

F98000005239

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: COMMERCE FUNDING CORPORATION
(Name of corporation - must include suffix)

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:

THERESA A KELLY
(Name of Person)

000002642070--3
-09/17/98-01055-001
*****70.00 *****70.00

COMMERCE FUNDING CORPORATION
(Firm/Company)

1945 OLD GALLOWS ROAD SUITE 205
(Address)

VIENNA VIRGINIA 22182
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

AMIE NOONBERG at (703) 893-2150 ext 223
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

9/17/98

**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. COMMERCE 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. MARYLAND

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

3. 541438691

(FEI number, if applicable)

4. 13 NOVEMBER 1987

(Date of incorporation)

5. PERPETUAL

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

6. 1 AUGUST 1998

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

7. 11945 OLD GALLOWES ROAD SUITE 205

VIENNA VIRGINIA 22182

(Current mailing address)

8. TO PERFORM ANY RELATED OR UNRELATED BUSINESS ACTIVITIES IN MD. OVER →

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: ELADIO ORTIZ

Office Address: 400 PAR PINES BOULEVARD

DAVENPORT

Florida, 33837

(Zip code)

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TALLAHASSEE, FLORIDA

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: JON J PRAGER

Address: 10533 MACARTHUR BOULEVARD
POTOMAC MD 20854

Vice Chairman: NANCY M PRAGER

Address: 10533 MACARTHUR BOULEVARD
POTOMAC MD 20854

Director:

Address:

Director:

Address:

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

President: JON J PRAGER

Address: 10533 MACARTHUR BOULEVARD
POTOMAC MD 20854

Vice President: ELADIO ORTIZ, SR

Address: 400 PAR PINES BOULEVARD
DAVENPORT FL 33837

Secretary: JON J PRAGER

Address: 10533 MACARTHUR BOULEVARD
POTOMAC MD 20854

CFO
Treasurer: THERESA KELLY

Address: 8410 BATES DRIVE
BOWIE MD 20720

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.

Theresa A. Kelly, VP + Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

STATE OF MARYLAND

659021

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

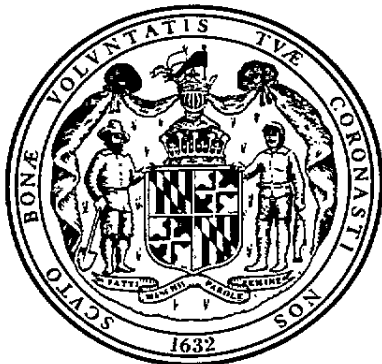
301 West Preston Street Baltimore, Maryland 21201

I, RITA WINSTON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR THE RIGHT OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ACCORDING TO THE RECORDS OF THIS DEPARTMENT COMMERCE FUNDING CORPORATION FILED ARTICLES OF INCORPORATION WHICH WERE RECEIVED AND APPROVED FOR RECORD BY THIS DEPARTMENT ON NOVEMBER 13, 1987.

I FURTHER CERTIFY THAT COMMERCE FUNDING CORPORATION IS IN GOOD STANDING WITH THIS DEPARTMENT AT THE TIME OF THIS CERTIFICATE.

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TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 18TH DAY OF AUGUST, 1998.

Rita Winston
RITA WINSTON
CHARTER DIVISION