

F99000000221



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 097590 1579E

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 78.75

ORDER DATE : January 13, 1999

ORDER TIME : 10:03 AM

ORDER NO. : 097590-005

4000002739384--8

CUSTOMER NO: 1579E

CUSTOMER: Nelson Carryl, Esq
Foley & Lardner
P. O. Box 3391
100 North Tampa, Suite 2700
Tampa, FL 33602-5804

FOREIGN FILINGS

NAME: AES FUNDING CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

FILED
99 JAN 13 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JAN 13 AM 10:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AL JAN 13 1999

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. AES Funding 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. FEI# Pending.
Delaware SS # 2982652.
(FEI number, if applicable)
4. December 21, 1998
(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. 6800 North Dale Mabry Highway, Suite 100
Tampa, Fl 33614
(Current mailing address)
8. Buying and selling of account receivables and any lawful act or activity.
(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: Corporation Service Company
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.

Laura E. Dwyer
(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.

FILED
99 JAN 13 AM 10:51
TALLAHASSEE, FLORIDA
32301
(Zip Code)

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Anthony F. Maniscalco
Address: 6800 N. Dale Mabry Highway, Suite 100
Tampa, Fl 33614

Vice Chairman: Charles Broes
Address: 6800 N. Dale Mabry Highway, Suite 100
Tampa, Florida 33614

Director: Daniel J. Ratner
Address: 6800 N. Dale Mabry Highway, Suite 100
Tampa, Fl 33614

Director: _____

Address: _____

B. OFFICERS

President: Anthony F. Maniscalco
Address: 6800 N. Dale Mabry Highway, Suite 100
Tampa, Fl 33614

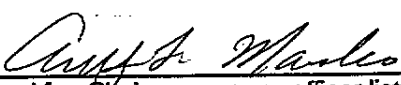
Vice President: _____

Address: _____

Secretary: Anthony F. Maniscalco
Address: 6800 N. Dale Mabry Highway, Suite 100
Tampa, Fl 33614

Treasurer: Anthony F. Maniscalco
Address: 6800 N. Dale Mabry Highway, Suite 100
Tampa, Fl 33614

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. Anthony F. Maniscalco, President
(Typed or printed name and capacity of person signing application)

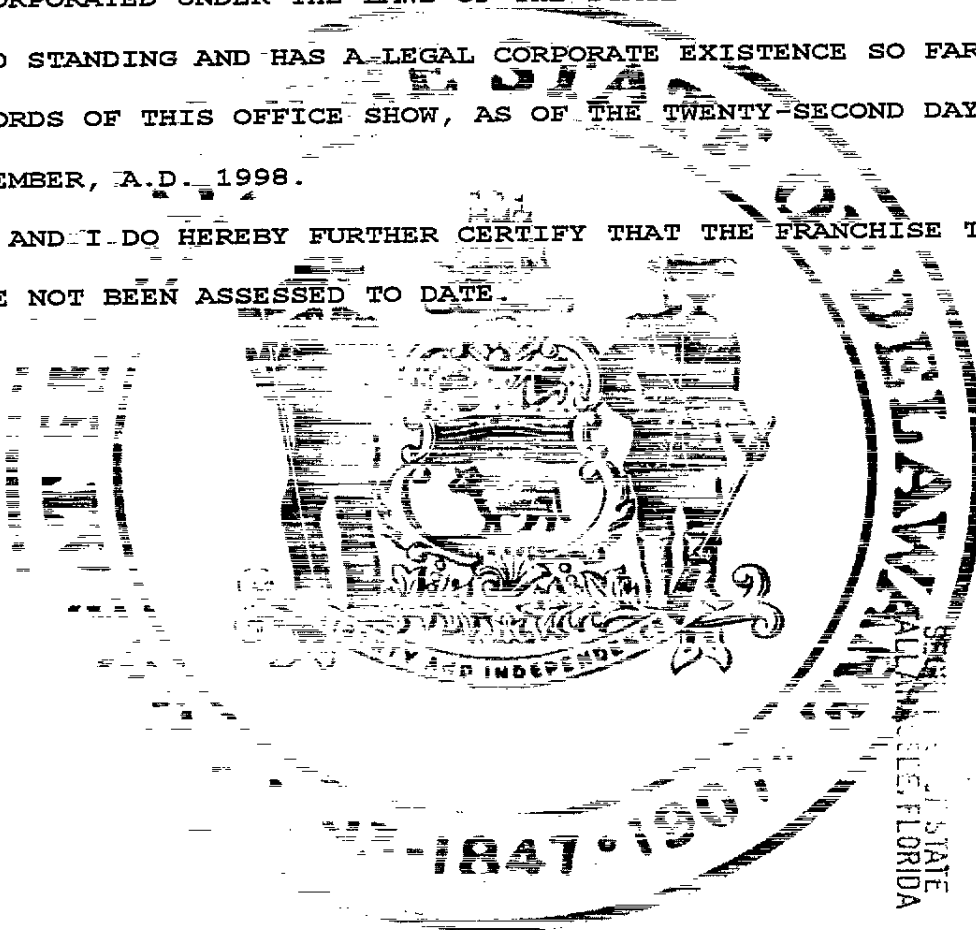
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SECRET
TALLAHASSEE, FLORIDA

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 "AES FUNDING 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 TWENTY-SECOND DAY OF DECEMBER, A.D. 1998.

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



99 JAN 13 AM 10:55

FILED



Edward J. Freel
Edward J. Freel, Secretary of State

2982652 8300

981496102

AUTHENTICATION:

DATE:

9480942

12-22-98