

F99000001359

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

CF Funding Corp.

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DIVISION OF CORPORATION

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Signature \_\_\_\_\_

Requested by: AS

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Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
☒ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
☒ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
☒ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

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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. CF 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 3. 65-0501133  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. MAY 3, 1994 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. MAY 11, 1994 (previously qualified - see #F94000002451)  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 120 E. Palmetto Park Road, 5th Floor, Boca Raton, FL 33432  
(Current mailing address)

8. Any lawful business  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

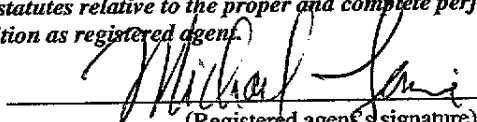
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: MICHAEL LEVINE

Office Address: 120 E. Palmetto Park Road, 5th Floor  
Boca Raton, FL, Florida, 33311  
(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.*

  
(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)

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

Chairman: SEE EXHIBIT "A" ATTACHED HERETO.

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: SEE EXHIBIT "B" ATTACHED HERETO.

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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. DENNIS A. McDERMOTT

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

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**EXHIBIT "A"**

**Directors**

**Name**

**Address**

Mortyn K. Zietz

c/o Capital Funding, Inc.  
120 E. Palmetto Park Road  
5<sup>th</sup> Floor  
Boca Raton, FL 33432

M. Kirk Walters

c/o Capital Funding, Inc.  
120 E. Palmetto Park Road  
5<sup>th</sup> Floor  
Boca Raton, FL 33432

John W. Parker

c/o Capital Funding, Inc.  
120 E. Palmetto Park Road  
5<sup>th</sup> Floor  
Boca Raton, FL 33432

E.J. House, Jr.

c/o Capital Funding, Inc.  
120 E. Palmetto Park Road  
5<sup>th</sup> Floor  
Boca Raton, FL 33432

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**EXHIBIT "B"**  
**Officers**

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Address</u></b>
John W. Parker	Chairman of the Board and Pres.	c/o CF Funding Corp. 7130 Goodlett Farms Parkway Memphis, TN 38018
M. Kirk Walters	Executive Vice President	c/o CF Funding Corp. 7130 Goodlett Farms Parkway Memphis, TN 38018
Dennis A. McDermott	Treasurer	c/o Capital Factors, Inc. 120 East Palmetto Park Road 5 <sup>th</sup> Floor Boca Raton, FL 33432
E.J. House, Jr.	Secretary	c/o CF Funding Corp. 7130 Goodlett Farms Parkway Memphis, TN 38018
Michael G. Levine	Assistant Secretary	c/o Capital Factors, Inc. 120 East Palmetto Park Road 5 <sup>th</sup> Floor Boca Raton, FL 33432

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CF 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 NINTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CF FUNDING CORP." WAS INCORPORATED ON THE THIRD DAY OF MAY, A.D. 1994.

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


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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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