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C T Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301
City State Zip Phone

CORPORATION(S) NAME

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*****78.75 *****78.75

Saddleback Financial Corporation

- FILED
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DIVISION OF CORPORATIONS
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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. Saddleback Financial 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. 51-0382718

(FEI number, if applicable)

4. July 10, 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. c/o UniCapital Corp., 10800 Biscayne Blvd., Law Dept., Miami, Florida

33161

(Current mailing address)

8. Equipment leasing

(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

Barbara A. Burke

(Registered agent's signature) (Officer)

BABARA A. BURKE

SPECIAL ASSISTANT SECRETARY

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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: Robert J. New
Address: c/o UniCapital Corp., 10800 Biscayne Blvd.,
Law Dept.,
Miami, Florida 33161

Vice Chairman: _____
Address: _____

Director: _____
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. Daniel M Chait
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daniel Chait, Vice President
(Typed or printed name and capacity of person signing application)

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

**Officers of
Saddleback Financial Corporation**

1. Robert J. New, President & Chairman
c/o UniCapital Corp., 10800 Biscayne Blvd., Law Dept.
Miami, Florida 33161
2. Jonathan New, VP & Treasurer
c/o UniCapital Corp., 10800 Biscayne Blvd., Law Dept.
Miami, Florida 33161
3. Daniel Chait, VP
c/o UniCapital Corp., 10800 Biscayne Blvd., Law Dept.
Miami, Florida 33161
4. Stuart Kennedy, VP
c/o UniCapital Corp., 10800 Biscayne Blvd., Law Dept.
Miami, Florida 33161
5. Warren E. Emard, VP
c/o UniCapital Corp., 10800 Biscayne Blvd., Law Dept.
Miami, Florida 33161
6. Richard Giles, VP
c/o UniCapital Corp., 10800 Biscayne Blvd., Law Dept.
Miami, Florida 33161
7. Martin Kalb, Secretary
c/o UniCapital Corp., 10800 Biscayne Blvd., Law Dept.
Miami, Florida 33161
8. C. Deryl Couch, Asst. Secretary
c/o UniCapital Corp., 10800 Biscayne Blvd., Law Dept.
Miami, Florida 33161
9. Teri M. Trimmer, Asst. Secretary
c/o UniCapital Corp., 10800 Biscayne Blvd., Law Dept.
Miami, Florida 33161

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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 "SADDLEBACK FINANCIAL 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 FIFTEENTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9627214

DATE:

03-15-99