

F99000002569

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
99 MAY 19 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS
DATE: 5/19/99
REF. #: 0173. 6854
CORP. NAME: JFC Capital Corporation

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> CERT. OF AUTHORITY | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 1600 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

600002879576--7
-05/19/99--01024--014
*****78.75 *****78.75

COST LIMIT: \$ _____

PLEASE RETURN:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ PLAIN STAMPED COPY

91:0177 61 MAY 19 99

RECEIVED

5/19/99

Examiner's Initials _____

**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. IFC CAPITAL 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. State of Delaware
(State or country under the law of which it is incorporated)
3. IRS EIN 52-2119040
(FEI number, if applicable)
4. September 8, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. As of this date, no business has been transacted in Florida.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. IFC Capital Corporation, 3900 Fifth Avenue, Suite 340
San Diego, CA 92103
(Current mailing address)

8. commercial lending/franchise loans
(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: NRAI Services, Inc.
Office Address: 526 East Park Avenue
Tallahassee, FL 32301, Florida, 32301
(County of Leon) (Zip code)

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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.

C. Baclet
C. Baclet, VP (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.

ATTACHMENT: State of Delaware, Office of the Secretary of State,
Certificate of Good Standing, dated ~~XXXXXXXXXXXX~~ 5/10/99

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: PLEASE SEE ATTACHED LIST.

Address: _____

Vice Chairman: PLEASE SEE ATTACHED LIST.

Address: _____

Director: PLEASE SEE ATTACHED LIST.

Address: _____

Director: PLEASE SEE ATTACHED LIST.

Address: _____

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

President: PLEASE SEE ATTACHED LIST.

Address: _____

Vice President: PLEASE SEE ATTACHED LIST.

Address: _____

Secretary: PLEASE SEE ATTACHED LIST.


Address: _____

Treasurer: PLEASE SEE ATTACHED LIST.

Address: _____

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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. Zalman A. Vitenson, President
(Typed or printed name and capacity of person signing application)



3900 Fifth Avenue, Suite 340, San Diego, CA 92103
Phone 619.260.6000 / Fax 619.260.6022 / Toll Free 1.888.432.0432
www.franchiseloan.com

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Officers & Directors

President:	Zalman A. Vitenson	3900 5 th Avenue, Suite 340 San Diego, CA 92103
Executive Vice Presidents:	John H. Fox	3900 5 th Avenue, Suite 340 San Diego, CA 92103
	William G. Pabst	218 N. Jefferson, Suite 201 Chicago, IL 60661
	John F. Henkel	218 N. Jefferson, Suite 201 Chicago, IL 60661
	Paul A. Cantieri	218 N. Jefferson, Suite 201 Chicago, IL 60661
Secretary:	Spencer D. Manke	3900 5 th Avenue, Suite 340 San Diego, CA 92103
Treasurer:	Zalman A. Vitenson	3900 5 th Avenue, Suite 340 San Diego, CA 92103
Directors:	Ronald D. Pasquale	Nomura Securities 2 World Financial Center Building B New York, NY 10281
	Robert C. Young	Nomura Securities 2 World Financial Center Building B New York, NY 10281
	Zalman A. Vitenson	IFC Capital Corporation 3900 5 th Avenue, Suite 340 San Diego, CA 92103
	Spencer D. Manke	IFC Capital Corporation 3900 5 th Avenue, Suite 340 San Diego, CA 921203
	Edward Wheeler	Friedman, Billings, Ramsey & Co. 1001 19 th Street North Arlington, VA 22209

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 "IFC CAPITAL 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 TENTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "IFC CAPITAL CORPORATION" WAS INCORPORATED ON THE EIGHTH DAY OF SEPTEMBER, A.D. 1998.

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

2941922 8300

991184798

AUTHENTICATION:

9734521

DATE:

05-10-99