

Document Number Only

F99000002833

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

200002892862--8
-06/02/99--01063--016
*****70.00 *****70.00

CORPORATION(S) NAME

Finova Mezzanine Capital Inc.

| | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____ 06/02/99
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -2 PM 2:57

99 JUN -2 PM 11:52

RECEIVED

Handwritten signature

Handwritten date: 6/2/99

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:

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SECRETARY OF CORPORATIONS
99 JUN -2 PM 57

1. FINOVA Mezzanine Capital Inc.
(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. Tennessee 3. 62-1583116
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 14, 1994 5. Perpetual
(Date of incorporation) (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 817.155, F.S.))

7. 1850 N. Central Ave., Phoenix, Arizona 85004
(Current mailing address)

8. Financing with equity features to growth businesses
(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

Vickie M. Prince
(Registered agent's signature) (Officer)

Vickie M. Prince, Assistant Secretary

(Type Name and Title of Officer)

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____
Address: _____

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DIVISION OF CORPORATIONS
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Betty J. Pecha
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Betty J. Pecha, Vice President
(Typed or printed name and capacity of person signing application)

Directors & Officers

FINOVA Mezzanine Capital Inc.

| <u>Name</u> | <u>Title</u> | <u>Business Address</u> |
|-------------------------|--|--|
| Breyne, Matthew M. | Director | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Eichenfield, Samuel L. | Director | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Resha, David M. | Director | 500 Church Street Suite 200 Nashville, TN 37219 |
| Eichenfield, Samuel L. | Chairman, President & CEO | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Bonano, John J. | Senior Vice President | 355 South Grand Avenue Suite 2400 Los Angeles, CA 90071 |
| Breyne, Matthew M. | Senior Vice President | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Hallinan, William J. | Senior Vice President, General Counsel and Secretary | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Korte, Robert M. | Senior Vice President | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Marszowski, Bruno A. | Senior Vice President- Controller | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Resha, David M. | Senior Vice President | 500 Church Street Suite 200 Nashville, TN 37219 |
| Smythe, Meilee | Senior Vice President- Treasurer | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Barrickman, Donald F. | Vice President-Special Assets | 500 Church Street Suite 200 Nashville, TN 37219 |
| Bauman, Frederick C. | Vice President & Assistant Secretary | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Bennett, Kristin Hill | Vice President | 500 Church Street Suite 200 Nashville, TN 37219 |
| Burtchaell Jr., John B. | Vice President-Special Assets | 500 Church Street Suite 200 Nashville, TN 37219 |

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Directors & Officers

| | | |
|-----------------------------|--------------------------------------|--|
| Clark, Philip | Vice President & Assistant Secretary | 500 Church Street Suite 200 Nashville, TN 37219 |
| Curtin, James H. | Vice President & Assistant Secretary | 1850 N. Central Ave. Suite 2209 Phoenix, AZ 85002-2209 |
| Dicks, Bruce | Vice President-Special Assets | 500 Church Street Suite 200 Nashville, TN 37219 |
| Fouts, Timothy | Vice President-Investment Manager | 500 Church Street Suite 200 Nashville, TN 37219 |
| Gernert, Richard | Vice President-Investment Manager | 500 Church Street Suite 200 Nashville, TN 37219 |
| Gray, Glenn E. | Vice President | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Harris, Kathy | Vice President-Investment Manager | 500 Church Street Suite 200 Nashville, TN 37219 |
| Harrison, John C. | Vice President-Portfolio Manager | 500 Church Street Suite 200 Nashville, TN 37219 |
| Harvey, R. Burton | Vice President-Portfolio Manager | 500 Church Street Suite 200 Nashville, TN 37219 |
| Huckins, Melissa C. | Vice President-Assistant Treasurer | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Inman, Deborah A. | Vice President & Assistant Secretary | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Jones, Gina | Vice President | 500 Church Street Suite 200 Nashville, TN 37219 |
| Keller, Michael P. | Vice President-Credit | 500 Church Street Suite 200 Nashville, TN 37219 |
| Kirks, John S. | Vice President-Investment Manager | One Montgomery Street Suite 2250 San Francisco, CA 94104 |
| Lurding, Elizabeth Whitmore | Vice President-Portfolio Manager | 500 Church Street Suite 200 Nashville, TN 37219 |
| MacDonald, Myles A. | Vice President-Portfolio Manager | 500 Church Street Suite 200 Nashville, TN 37219 |

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Directors & Officers

| | | |
|----------------------------|--|--|
| McCarthy, Tim | Vice President-Special Assets | 500 Church Street Suite 200 Nashville, TN 37219 |
| Nelson, Virginia H. | Vice President-Cash Management & Treasury Operations | 1850 N. Central Ave. P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Nutter, William | Vice President-Portfolio Manager | 500 Church Street Suite 200 Nashville, TN 37219 |
| Pagnani, Tom | Vice President-Portfolio Manager | 500 Church Street Suite 200 Nashville, TN 37219 |
| Patel, Shami | Vice President-Investment Manager | One Montgomery Street Suite 2250 San Francisco, CA 94104 |
| Pearce, Kevin S. | Vice President-Special Assets | 500 Church Street Suite 200 Nashville, TN 37219 |
| Pecha, Betty J. | Vice President & Assistant Secretary | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Ray, Brent G. | Vice President-Investment Manager | 500 Church Street Suite 200 Nashville, TN 37219 |
| Rector, Catherine | Vice President-Controller | 500 Church Street Suite 200 Nashville, TN 37219 |
| Roden, Robert F. | Vice President-Investment Manager | One Montgomery Street Suite 2250 San Francisco, CA 94104 |
| Scott, John S. | Vice President-Portfolio Manager | 500 Church Street Suite 200 Nashville, TN 37219 |
| Williamson III, William A. | Vice President-Investment Manager | 500 Church Street Suite 200 Nashville, TN 37219 |
| Ciancola, Veronica D. | Assistant Secretary | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| D'Amore, Joseph R. | Assistant Secretary | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Lieberman, Richard | Assistant Secretary | 1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209 |
| Watson, Diana L. | Assistant Secretary | 1850 N. Central Ave. P. O. Box 2209 Phoenix, AZ 85002-2209 |

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Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 04/30/1999
REQUEST NUMBER: 99120518
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 11/14/1994
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0286274
JURISDICTION: TENNESSEE

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TO:
CAPITAL FILING SERVICE, INC
7051 HIGHWAY 70 S
NO 333
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC
7051 HIGHWAY 70 S
NO 333
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"FINOVA MEZZANINE CAPITAL INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FOR: REQUEST FOR CERTIFICATE

ON DATE: 04/30/99

FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000

RECEIVED: ^{FEES} \$1,100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$1,100.00

RECEIPT NUMBER: 00002491676
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE