

OVATION CAPITAL LLC

MEMBER OF THE  
THE *encore* FINANCIAL SERVICES GROUP, INC.  
WEST PALM BEACH

MO2000002000

Via Two Day UPS Delivery

July 29, 2002

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

200006818642--6  
-07/31/02--01057--002  
\*\*\*\*125.00 \*\*\*\*125.00

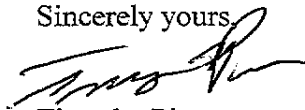
Re: Registration of a Foreign Limited Liability Company

To Whom It May Concern:

Please find enclosed for filing the completed Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Designation of Registered Agent/Registered Office, Certificate of Good Standing from the State of Delaware and a the requisite check made payable to the Florida Department of State in the amount of \$125. Kindly return an acknowledgement of the registration to my attention at the address of the principal office of Structured Receivables Company One LLC at 1818 S. Australian Ave., Suite 450, West Palm Beach, Florida, 33409.

Thank you for your cooperation in this matter, and if you require anything further, I can be reached at 212/279-9824.

Sincerely yours



Timothy Piper  
Director of Administration

02 JUL 31 AM 9:59  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

MO2000002000

1818 SOUTH AUSTRALIAN AVE. WEST PALM BEACH, FL 33409  
(800) 747-6472  
*encore* funding.com

4 pages

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Structured Receivables Company One LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 52-2277095  
(FEI number, if applicable)
4. 11/9/00  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 7/24/02  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1818 S. Australian Ave., Ste. 450  
West Palm Beach, FL 33409  
(Street address of principal office)

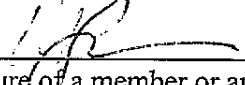
FILED  
02 JUL 31 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

8. If limited liability company is a manager-managed company, check here
9. The name and usual business addresses of the managing members or managers are as follows:

Robin Shapiro - 1818 S. Australian Ave., #450 West Palm Beach, FL 33409  
Harold Grossman - 1818 S. Australian Ave., #450 West Palm Beach, FL 33409  
Charles Lowe - 1818 S. Australian Ave., #450 West Palm Beach, FL 33409

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: financial services

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Harold Grossman  
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Structured Receivables Company One LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System  
(Name)

1200 S. Pine Island Rd.  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324  
(City/State/Zip)

02 JUL 31 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*



(Signature)

**\$ 100.00 Filing Fee for Application**  
**\$ 25.00 Designation of Registered Agent**  
**\$ 30.00 Certified Copy (optional)**  
**\$ 5.00 Certificate of Status (optional)**

# Delaware

PAGE 1

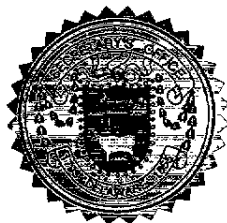
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STRUCTURED RECEIVABLES COMPANY ONE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JULY, A.D. 2002.

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

02 JUL 31 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3314404 8300

020473257

AUTHENTICATION: 1901281

DATE: 07-24-02