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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

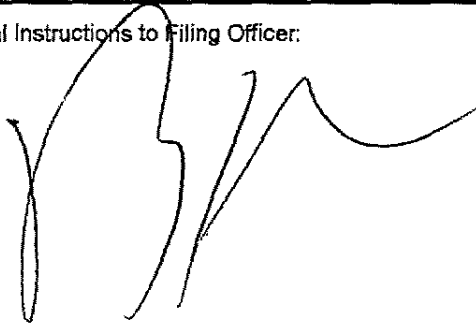
PICK-UP WAIT MAIL

(Business Entity Name)

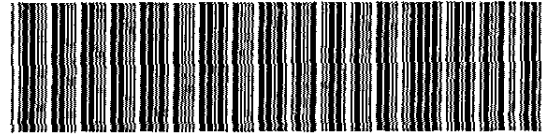
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 07210000003
REFERENCE : 310661
AUTHORIZATION :
COST LIMIT : \$ 160.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Pappas

ORDER DATE : April 12, 2005
ORDER TIME : 1:19 PM
ORDER NO. : 310661-010
CUSTOMER NO: 4302451
CUSTOMER: Yossie Horwitz, Esq.
Weil Gotshal & Manges Llp
767 Fifth Avenue
Room 1254
New York, NY 10153

FOREIGN FILINGS

NAME: CFH ACQUISITION LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

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

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

1. CFH Acquisition LLC
(Name of Foreign Limited Liability Company)
2. Delaware 3. 37-1507331
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. March 30, 2005 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. c/o Perry Capital LLC, 599 Lexington Avenue, New York, NY 10022

(Street Address of Principal Office)

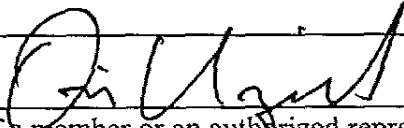
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8. If limited liability company is a manager-managed company, check here
9. The name and usual business addresses of the managing members or managers are as follows:

Perry Capital LLC, 599 Lexington Avenue, New York, NY 10022

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: Factoring and
Asset-Based Lending



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.)
Ori Uziel

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:

CFH Acquisition LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

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, Florida Statutes.

Corporation Service Company

By: Cynthia L. Harris

(Signature)

**Cynthia L. Harris
as its agent**

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

Delaware

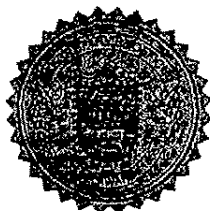
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CFH ACQUISITION 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 TWELFTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CFH ACQUISITION LLC" WAS FORMED ON THE THIRTIETH DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



3947727 8300

050296218

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3806761

DATE: 04-12-05