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SECRETARY OF STATE
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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.	MeriCap Funding, LLC					
	(Name of Foreign Limited Liability Company)					
2	Delaware (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)					
1	company is organized)					
4.	09-18-06 (Date of Organization) 5. perpetual (Duration: Year limited liability company will cease to					
	(Date of Organization) (Duration: Year limited hability company will cease to exist or "perpetual")					
6.	(D.) Continued by in the Planta Continue of t					
	(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)					
7.	1415 West 22nd Street, Suite 550E					
	Oak Brook, Illinois 60523	FII				
	(Street Address of Principal Office)	Ш				
8.	If limited liability company is a manager-managed company, check here	0				
9. The name and usual business addresses of the managing members or managers are as follows:						
MeriCap Credit Corporation - Member						
	1415 West 22nd Street, Suite 550E					
	Oak Brook, Illinois 60523					
the	Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of receiptrisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a inslation of the certificate under oath of the translator must be submitted.)	ords in				
11	. Nature of business or purposes to be conducted or promoted in Florida:					
	commercial financing and leasing					
	Craig Wenn					
	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.)					
	Craig Weinewuth - President of MeriCap Credit Corp.					

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.

MeriCap Funding, LLC		·····
2. The name and the Florida street addres	s of the registered agent and office are:	
C T Corporation Sy	/stem	TA SE
	(Name)	
1200 South Pine Island Road		ASSILE
Florida Street Ac	- F	
Plantation	_{FL} 33324	31 00 STATE LORIDA
	City/State/Zip	D'

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.

James M. Halpin
(Signature) Assistant Secretary

1. The name of the Limited Liability Company is:

\$ 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

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERICAP FUNDING, 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-SIXTH DAY OF FEBRUARY, A.D. 2007.



Harriet Smith Windsor, Secretary of State

namet Smith Windsor, Secretary or Sta

AUTHENTICATION: 5462821

DATE: 02-26-07