

Document Number Only

# M97000600753

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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97 NOV 13 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Phoenix Receivables 5-97 Limited Liability Company

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-11/18/97--01057--023

\*\*\*\*285.00 \*\*\*\*285.00

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Limited Liability Co.

☐ Dissolution/Withdrawal

☐ Mark

☒ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other ucc Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

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TOTAL

N. BANK

SALANCE DUE

DEFIND

250

35

285

11/13/97

CR2E031 (1-89)

# 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. PHOENIX RECEIVABLES 5-97 LIMITED LIABILITY COMPANY  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation  
"L.C." if not so contained in the name at present.)

2. DELAWARE  
(Jurisdiction under the law of which foreign limited liability  
company is organized)

3. 91-1823084  
(FEI number, if applicable)

4. May 21, 1997 5. December 31, 2012  
(Date of Organization) (Duration: Year limited liability company will cease to exist  
or "perpetual")

6. N/A UPON QUALIFICATION  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.)

7. 2401 KERNER BLVD  
SAN RAFAEL, CA 94901  
(Street address of principal office)

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8. List and indicate in title space provided the name, title, and business address of each managing  
member [MGRM] or manager [MGR]. It is not necessary to list members.  
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
PHOENIX RECEIVABLES II, INC., MANAGER			
2401 KERNER BLVD.			
SAN RAFAEL, CA 94901			

896560004509

Filing Fee: \$ 52.50 for Application

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Phoenix  
Receivables 5-97 Limited Liability Company deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ -0-
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 1,499,941. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 1,499,941. This total includes amounts from 2 and 3 above.

Phoenix Receivables 5-97 Limited Liability Company

By: John E. Paul

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

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Description of Property Per Item(3):

Investment in Residual Class contract backed notes.

Filing Fee: \$52.50 for Affidavit

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: PHOENIX RECEIVABLES 5-97

LIMITED LIABILITY COMPANY

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM  
(Name)

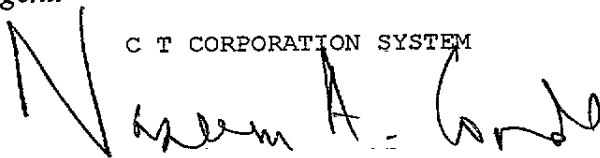
c/o C T CORPORATION, 1200 South Pine Island Road,  
(P.O. Box not acceptable)

Plantation, Florida 33324  
(City/State/Zip)

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*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.*

C T CORPORATION SYSTEM



(Signature)

November 12, 1997

(Date)

**NASEEM A. CONDE**  
**SPECIAL ASST. SECRETARY**

**FILING FEE: \$ 35 for Designation of Registered Agent**

*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 "PHOENIX RECEIVABLES 5-97 LIMITED LIABILITY COMPANY" 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 ELEVENTH DAY OF NOVEMBER, A.D. 1997.

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

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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11-11-97