

M97000000828

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA000000005

REFERENCE: _____
(SUB ACCT.)

DATE: 12-10

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TALLAHASSEE FLORIDA

200002368022--4

REQUESTER NAME: LEXIS DOCUMENT SERVICES

ADDRESS: P.O. BOX 2969
SPRINGFIELD, ILLINOIS 62708

G. TAX _____
FILING _____
R. AGENT FEE _____
G. COPY _____
TOTAL _____
N. BANK _____
D. FEE _____
REFUND _____

CONTACT NAME: CYNTHIA WOODYARD (904) 877-7298

CORPORATION NAME: Falcon Financial, LLC dba in
Florida as Falcon Lending, L.C.

AUTHORIZATION: C. Woodyard 12/10/97

- CERTIFIED COPY (1-9)
- CERTIFICATE OF STATUS (1-9)
- PLAIN STAMPED COPY

- CALL WHEN READY
- CALL IF PROBLEM
- AFTER 4:30
- WALK IN
- WILL WAIT
- PICK-UP
- MAIL OUT (IF APPLICABLE)

RECEIVED
97 DEC 10 AM 10:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

**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:*

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1. Falcon Financial, LLC d/b/a in Florida as Falcon Lending, L.C.
 (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. Please note: "L.L.C." is not an acceptable suffix in Florida)
2. Delaware 3. 06-1484806
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. May 28, 1997 5. May 13, 2047
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2015 West Main Street
Stamford, Connecticut 06902
 (Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

| NAME & ADDRESS: | TITLE: | NAME & ADDRESS: | TITLE: |
|--|---------------|-------------------------|--------|
| <u>Falcon Auto Venture, LLC</u> | Senior Member | <u>See Rider A</u> | |
| <u>2015 Main Street</u> | | <u>Attached hereto.</u> | |
| <u>Stamford, Ct. 06902</u> | | | |
| <u>MLQ Investors, L.P.</u> | Senior Member | | |
| <u>85 Broad Street</u> | | | |
| <u>New York, NY 10004</u> | | | |
| <u>Sun America, Inc.</u> | Senior Member | | |
| <u>1 SunAmerica Center, 38th Floor</u> | | | |
| <u>Los Angeles, CA 90067</u> | | | |

**Rider A to
Florida Application By Foreign Liability Company
For Authorization To Transact Business in Florida
on Behalf of
Falcon Financial, LLC d/b/a in Florida as
Falcon Lending, L.C.**

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8. Item 8 is continued to reflect the names, business addresses of each manager of the Company.

| <u>NAME AND ADDRESS</u> | <u>TITLE</u> |
|--|--------------|
| Vernon B. Schwartz 2015 West Main Street Stamford, CT 06902 | Manager |
| James K. Hunt c/o SunAmerica, Inc. 1 SunAmerica Center 38th Floor Los Angeles, CA 90067 | Manager |
| John G. Lapham III c/o SunAmerica, Inc. 1 SunAmerica Center, 38th Floor Los Angeles, CA 90067 | Manager |
| Peter L. Briger, Jr. c/o MLQ Investors, L.P. 85 Broad Street New York, NY 10004 | Manager |
| Robert J. Christie c/o MLQ Investors, L.P. 85 Broad Street New York, NY 10004 | Manager |

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY

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The undersigned member or authorized representative of a member of Falcon Financial, LLC
d/b/a in Florida as Falcon Lending, L.C. 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 \$ 900,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ -0- . 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
\$ 900,000 . This total includes amounts from 2 and 3 above.

Falcon Financial, LLC d/b/a in Florida as
Falcon Lending, L.C.

By: 

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.)

Name: David A. Karp
Title: Chief Operating and Financial Officer

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

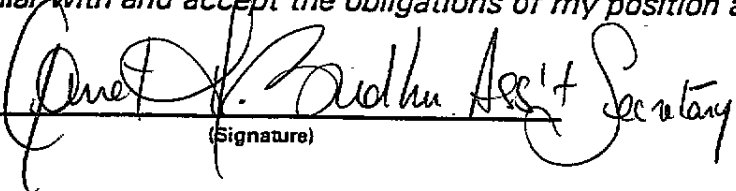
1. The name of the limited liability company is: Falcon Financial, LLC d/b/a in Florida
as Falcon Lending, L.C.

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

LEXIS Document Services Inc.
(Name)
3953 WW Kelley Road
(P.O. Box not acceptable)
Tallahassee, Florida 32311
(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.

By:  Secretary 12/9/97
(Signature) (Date)

UNANIMOUS CONSENT OF
THE MANAGERS OF
FALCON FINANCIAL, LLC

The undersigned being all of the Managers of Falcon Financial, LLC (the "Company"), a Delaware limited liability company, do hereby adopt, by written consent, the following resolutions:

RESOLVED, that it is desirable and in the best interest of this Company that it be qualified, registered or licensed to transact business in the States where the Company proposes to conduct business; that any Manager and officer of this Company hereby is authorized to determine the States in which appropriate action shall be taken to qualify, register or license the Company ; and that to the extent the name of the Company as it appears in its' state of formation shall not be available, the alternate name to be used to qualify the Company shall be Falcon Lending, LLC or a similar name in which it is acceptable in the state where the Company desires to qualify to do business; that said Managers and officers are hereby authorized to perform on behalf of this Company any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such States, and in connection therewith to execute and file all requisite papers, documents, including, but not limited to, Applications, D/B/A Certificates, Reports, Surety Bonds, Irrevocable Consents and Appointments of Attorneys For Service of Process; and the execution by such Managers and officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from this Company and the approval and ratification by this Company of the papers and documents so executed and the action so taken.

RESOLVED, that each of the Managers and officers of the Company is hereby authorized and directed to execute any document or take any action, in the name and on behalf of the Company, which in his judgment is necessary to carry out the intent of the foregoing resolutions.

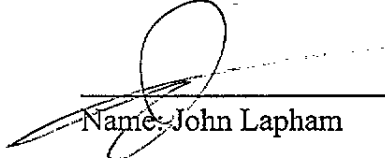
Dated: November 28, 1997

Name: Peter L. Briger, Jr.



Name: James Hunt

Name: Robert Christie



Name: John Lapham

Name: Vernon Schwartz

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SECRETARY OF STATE
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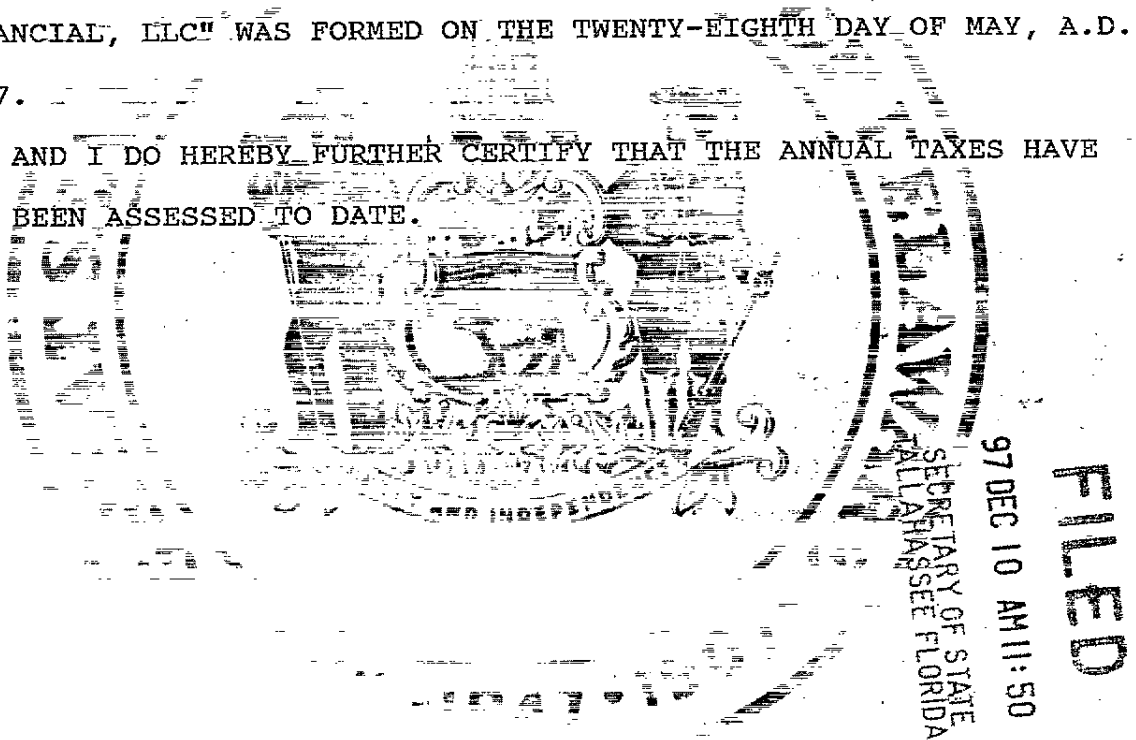
Name: Vernon Schwartz

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FALCON FINANCIAL, 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 THIRD DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FALCON FINANCIAL, LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF MAY, 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
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8786458

DATE:

12-03-97