

M9800000323
Independence Funding Co. LLC
The Small Business Lending Specialists

April 1, 1998

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

600002478596--0
-04/03/98--01093--004
****346.25 ****346.25

Dear Sir or Madam:

Independence Funding Company, LLC is requesting registration as a foreign limited liability company to transact business in Florida. Enclosed with this letter is an original certificate of existence, application for registration and a check in the amount of \$364.25. The check is for the application fee, designation of registered agent, certified copy and certificate of status.

If I have failed to send any other paper work necessary for the registration process please feel free to contact me at (972) 247-1776 ext. 207.

Sincerely,



Nicole M. Powers
Accounting/Service Assistant

Enclosure

M98-323

Name	OK
Availability	47
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

**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. Independence Funding Company, LLC
(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. Texas/Dallas
(Jurisdiction under the law of which foreign limited liability company is organized)
 3. 75-2494555
(FEI number, if applicable)
 4. 07/06/93
(Date of Organization)
 5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
 6. Upon Approval
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
 7. 7200 Lake Ellenor Dr., Suite 200, Orlando, FL 32809
(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>David W. Mills</u>	<u>Member</u>	<u>Steve Smith</u>	<u>Member</u>
<u>1205 Pacific Ave., Suite 203</u>		<u>3010 LBJ Frwy., Suite 920</u>	
<u>Santa Cruz, CA 95060</u>		<u>Dallas, TX 75234</u>	
<u>Harbourton Holdings, L.P.</u>	<u>Member</u>		
<u>33 Whitherspoon St., 3rd Floor</u>			
<u>Princeton, NJ 08542</u>			
<u>Russ Smith</u>	<u>Member</u>		
<u>3010 LBJ Frwy., Suite 920</u>			
<u>Dallas, TX 75234</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
Independence Funding Company, LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$11,380,000;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$11,380,000.
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Stuart A. Mitchell, Vice President - Controller

Typed or printed name of signee

FILED
02 APR -3 PM 4:09
2007

Filing Fee: \$250.00 for Application and 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Independence Funding Company, LLC

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

Phillip Malcolm

(Name)

7200 Lake Ellenor Drive., Suite 200,

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Orlando, FL 32809

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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Organization of

INDEPENDENCE FUNDING COMPANY, LLC
File No. 7003542-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on March 25, 1998.*



Alberto R. Gonzales
Secretary of State

BAM