

MODEL FUNDING II, LLC

M9800000789

3500 Military Trail North
State 200
Boca Raton, Florida 33431
(561) 995-0043 (561) 995-0636-fax

July 17, 1998

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 PM 1:44

RE: MODEL FUNDING II, LLC
Application for Foreign Limited Liability Company

Dear Sir/Madam:

Enclosed herewith please find original Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida along with our check #1980 in the amount of \$652.50 for the following:

\$250.00	Filing Fee
\$ 35.00	Designation of Registered Agent
\$315.00	6 - Certified Copies
\$ 52.50	6 - Certificate of Status

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-07/21/98--01012--004
***652.50 ***652.50

Totaling \$652.50

Please forward the original Qualification documents (certified copies and certificate of status) to us in the enclosed prepaid federal express envelope. It would be greatly appreciated if we could get the above documents sent to us as soon as possible.

Thank you for your prompt attention to this matter. If you have any questions, kindly contact me directly at (800) 553-6234.

Sincerely,

Joan Kushay
Joan Kushay
Assistant Secretary

Enclosures

M98-789

Name	<i>OL 7-21</i>
Availability	<i>OL</i>
Document Examiner	<i>OL</i>
Updater	<i>OL</i>
Updater Verifier	<i>OL</i>
Acknowledgment	<i>OL</i>
W. P. Verifier	<i>OL</i>

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. Model Funding II, 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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-0850077
(FEI number, if applicable)
4. July 9, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Have not transacted business in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2500 Military Trail North, Suite 260,
Boca Raton, Florida 33431
(Street address of principal office)

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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 Miller</u> <u>2500 Military Trail N.</u> <u>Suite 260</u> <u>Boca Raton, FL 33431</u>	Managing Member	<u>Joan Kushay</u> <u>2500 Military Trail N.</u> <u>Suite 260</u> <u>Boca Raton, FL 33431</u>	Managing Member
<u>Samuel G. Weiss</u> <u>30 Main Street</u> <u>Port Washington, NY 11050</u>	Managing Member	<u>Don Lederman</u> <u>2500 Military Trail N</u> <u>Suite 260</u> <u>Boca Raton, FL 33431</u>	Managing Member
<u>John Kushay</u> <u>2500 Military Trail N.</u> <u>Suite 260</u> <u>Boca Raton, FL 33431</u>	Managing Member		

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.)

**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:

Model Funding II, LLC

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

David Miller

(Name)

3565 NW 61st Circle

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

Boca Raton, FL 33496

FL
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.

David Miller
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of Model Funding II, 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 \$20,000.00;
- 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 \$20,000.00
(This total includes amounts from 2 and 3 above.)

David Miller

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.)

David Miller

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MODEL FUNDING II, 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 SIXTEENTH DAY OF JULY, A.D. 1998.



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 9200824

07-16-98