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KATHERINE ANDERSON
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November 3, 1998

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002682831--8
-11/03/98--01026--006
****337.50 ****337.50

Re: National Realty Funding L.C.

Dear Secretary of State:

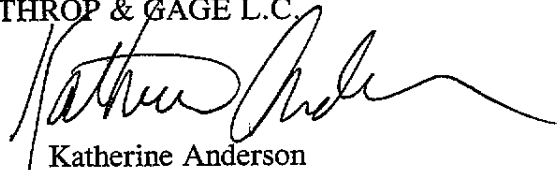
Enclosed please find a duplicate submission of the Application for Registration of a Foreign Limited Liability Company for National Realty Funding L.C., an original Certificate of Good Standing, certificate of designation of registered agent, and a check in the amount of \$337.50 for the associated filing fees.

Please file the same and return the acknowledgment copy to my attention in the envelope provided. If you have any questions, please call me at (816) 460-5849.

Thank you for your assistance in this matter.

Sincerely,

LATHROP & GAGE L.C.

By: 
Katherine Anderson
Paralegal

FILED
98 NOV -9 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Document Examiner	BOC
Updater	BOC
Updater Verifier	BOC
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**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. National Realty Funding 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.)
2. Missouri
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 74-2820838
(FEI number, if applicable)
4. March 12, 1997
(Date of Organization)
5. December 31, 2096
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 911 Main Street
Kansas City, Missouri 64108
(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>E.J. Burke</u>	<u>MGR</u>	<u></u>	<u></u>
<u>911 Main Street</u>		<u></u>	
<u>Kansas City, MO 64108</u>		<u></u>	
<u>Michael J. Caffrey</u>	<u>MGR</u>	<u></u>	<u></u>
<u>911 Main Street</u>		<u></u>	
<u>Kansas City, MO 64108</u>		<u></u>	
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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.)

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TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of _____

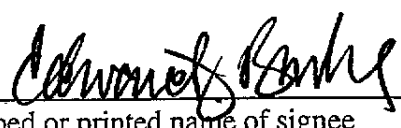
National Realty Funding L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 3,553,045;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A;
(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 \$3,553,045.
(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.)

Edward J. Burke


Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

ACCEPTANCE OF APPOINTMENT

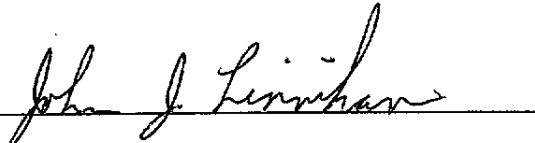
RE: National Realty Funding L.C.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above limited liability company and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: October 30th, 1998

C T CORPORATION SYSTEM

By



John J. Linnihan, Assistant Vice President

Agent is C T Corporation System
1200 S. Pine Island Road
Plantation, FL 33324

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

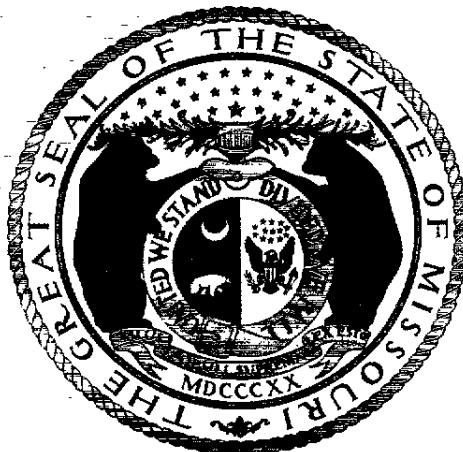
CERTIFICATE OF GOOD STANDING
LIMITED LIABILITY COMPANY

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT
NATIONAL REALTY FUNDING L.C.

WAS FILED IN THIS OFFICE ON THE 12TH DAY OF MARCH, 1997, BECAME EFFECTIVE ON THE 12TH DAY OF MARCH, 1997, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 30TH DAY OF OCTOBER, 1998.

Rebecca McDowell Cook
Secretary of State



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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA