

m98000001556



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December 9, 1998

**Via Priority Mail**

**Offices**

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**Portland**  
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Portland, ME 04101  
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**Salem**  
247 Commercial Street, NE  
Salem, OR 97301  
Phone: 800-785-7240

**San Francisco**  
Academy Office Park  
1738 Montgomery Street  
San Francisco, CA 94111  
Phone: 800-798-7240  
W. P. Verifier

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

**Re: Application for Authorization to Transact Business in Florida**

Dear Sir or Madam:

Please accept for filing the attached Application for Certificate of Registration for WOODBRIDGE STERLING FUNDING, L.L.C. I have enclosed a check made payable to the Florida Department of State in the amount of \$337.50 for the appropriate filing fee (\$250.00), designation of registered agent fee (\$35.00), and certified copy fee (\$52.50). Upon acceptance of the attached Application, please send evidence of the same to me at the above address. I have enclosed a copy of the Application as well as a postage-paid envelope for your convenience.

If you have any questions regarding the above application, please do not hesitate to call me at (800) 780-7240. Thank you in advance for your assistance.

Very truly yours,

*Aimee D. Nettles*  
AIMEE D. NETTLES  
Assistant to the General Counsel

Enclosures

ENCORP\APPLTR\S2\NDRD\FL.0011

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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. Woodbridge Sterling Funding, L.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. New Jersey  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-4027200  
(FEI number, if applicable)
4. May 16, 1996  
(Date of Organization)
5. January 1, 2026  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. December 11, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 71 Vanderbilt Avenue, Suite 360  
New York, New York 10169  
(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>Joseph Ferrara</u>	<u>MGR</u>		
<u>131 Weaver Street</u>			
<u>Staten Island, NY 10312</u>			

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 TALLAHASSEE, FLORIDA

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 Woodbridge  
Sterling Funding, L.L.C. certifies:

1) the above named limited liability company has at least one member;

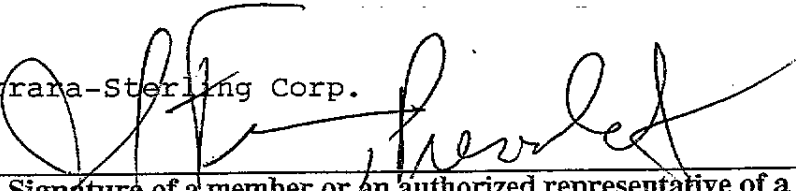
2) the total amount of cash contributed by the member(s) is \$ 250,000;

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 \$ 250,000.  
(This total includes amounts from 2 and 3 above.)

Ferrara-Sterling Corp.

BY:

  
**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.)

Joseph Ferrara, President

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

Woodbridge Sterling Funding, L.L.C.

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

NRAI Services, Inc.

(Name)

526 East Park Avenue

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

Tallahassee,

FL

32301

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.*

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TALLAHASSEE, FLORIDA

Eileen Ash, Asst. Secy.  
(Signature) EILEEN ASH  
ASST. SECY.

**Filing Fee: \$ 35 for Designation of Registered Agent**

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

WOODBIDGE STERLING FUNDING, L.L.C.  
With the Previous or Alternate Name  
UNIVERSAL CAPITAL OF NEW JERSEY, L.L.C.

*I, the Treasurer of the State of New Jersey,  
do hereby certify that the above-named  
New Jersey Domestic Limited Liability Company was  
registered by this office on May 16, 1996.*

*As of the date of this certificate, said business  
continues as an active business in the State of New  
Jersey. Annual Reports are outstanding for the  
following year(s):  
1998*

*I further certify that the registered agent and  
registered office are:*

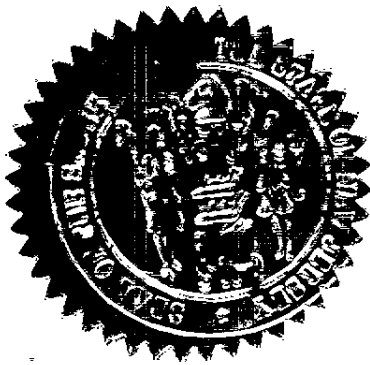
*The Prentice Hall Corp Sysn  
830 Bear Tavern Rd  
Trenton, NJ 08626*

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TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

WOODBIDGE STERLING FUNDING, L.L.C.  
With the Previous or Alternate Name  
UNIVERSAL CAPITAL OF NEW JERSEY, L.L.C.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
5th day of November, 1998

*James A. DiEleuterio, Jr.*

James A DiEleuterio, Jr.  
Treasurer