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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 402630 4301448

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : October 7, 1999

ORDER TIME : 11:37 AM

ORDER NO. : 402630-050

CUSTOMER NO: 4301448

CUSTOMER: Georgia Ireland, Paralegal
Dorsey & Whitney LLP
220 South Sixth Street

Minneapolis, MN 55402

FOREIGN FILINGS

NAME: TCC FUNDING COMPANY, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

500003011995--7

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 11 AM 8:22

MJH

RECEIVED
99 OCT 11 PM 3:51
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. TCC 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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FEI number, if applicable)
4. October 7, 1999
(Date of Organization)
5. 50 years
(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. 2 Gatehall Drive, Parsippany, NJ 07054
(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>Andrew J. Ford</u>	<u>MGR</u>	<u></u>	<u></u>
<u>250 Park Avenue</u>		<u></u>	
<u>New York, NY 10177</u>		<u></u>	
<u>Deborah L. Vigdal</u>	<u>MGR</u>	<u></u>	<u></u>
<u>220 South Sixth Street</u>		<u></u>	
<u>Minneapolis, MN 55402</u>		<u></u>	
<u>Gary Hall</u>	<u>MGR</u>	<u></u>	<u></u>
<u>220 South Sixth Street</u>		<u></u>	
<u>Minneapolis, MN 55402</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.)


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.)

Andrew J. Ford

Typed or printed name of signee

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:

TCC Funding Company, LLC.

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

Corporation Service Company

(Name)

1201 Hays Street

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.

By: Vicki Schreiber Asst. V.P.

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TCC FUNDING COMPANY, L.L.C." 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 EIGHTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

3108305 8300

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10-08-99



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

AUTHENTICATION:

DATE: