

F99000003061

Document Number Only

C T Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

800002905298--4
-06/15/99--01077--005
*****70.00 *****70.00

800002905298--4
-06/15/99--01077--004
*****8.75 *****8.75

FC Capital Corp.

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- NonProfit
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- Foreign
- Limited Partnership
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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

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MANDI KENT

RECEIVED

JUN 15 1999

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. EC Capital Corp.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York

(State or country under the law of which it is incorporated)

3. 74-2846797

(FEI number, if applicable)

4. 8/4/97

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. n/a

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.))

7. 400 Columbus Avenue

Valhalla, NY 10595

(Current mailing address)

8. To engage in structured financing transactions, make & service mortgage
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) loans

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12: Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: see attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: see attached list

Address: _____

Vice President: _____

Address: _____

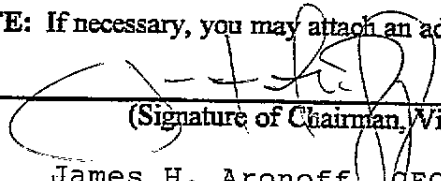
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James H. Aronoff, CEO & Chairman
(Typed or printed name and capacity of person signing application)

The principal Officers and Directors of FC Capital Corp. are:

James H. Aronoff, Chief Executive Officer & Chairman of the Board
400 Columbus Avenue
Valhalla, New York 10595

Christopher J. Morrissey, President, COO, CFO, Treasurer, Secretary & Director
400 Columbus Avenue
Valhalla, New York 10595

Rick R. Hagelstein, Director
6400 Imperial Drive
Waco, Texas 76712

James T. Sartain, Director
6400 Imperial Drive
Waco, Texas 76712

James Hawkins, Director
6400 Imperial Drive
Waco, Texas 76712

**State of New York } ss:
Department of State**

I hereby certify, that the certificate of incorporation of FC CAPITAL CORP. was filed on 08/04/1997, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of June
one thousand nine hundred and
ninety-nine.*

A handwritten signature in cursive script, appearing to read "J. Leish".

Special Deputy Secretary of State