

F02 00000 4070

CORPORATION(S) NAME

Enterprise Leasing Company, Inc.

02 JUL 31 PM 1:49
TALLAHASSEE FLORIDA

FILED

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

RECEIVED
02 JUL 31 AM 11:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

9/20/01
731-02

Order#: 5508687
800006818018--3
-07/31/02--01043--026
*****70.00 *****70.00
Ref#: _____

Amount: \$ _____

M THOMAS

789, 310, 671
660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

2002
8/9
not



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 31, 2002

CT CORPORATION SYSTEM

SUBJECT: ENTERPRISE LEASING COMPANY INC
Ref. Number: W02000022092

STOCKS & BONDS
TALLAHASSEE, FLORIDA

02 JUL 31 PM 1:49

FILED

We have received your document for ENTERPRISE LEASING COMPANY INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

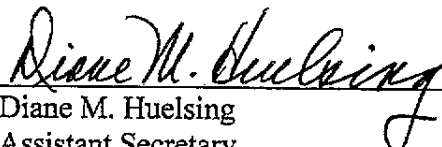
Marsha Thomas
Document Specialist

Letter Number: 702A00046175

CERTIFICATION OF CORPORATE RESOLUTION

The undersigned, Diane M. Huelsing, hereby certifies that she is the Assistant Secretary of Enterprise Leasing Company, Inc., a Delaware corporation, and that the following resolution is a true and correct copy of a resolution adopted under an Action By Unanimous Consent of the Board of Directors on August 1, 2002.

BE IT RESOLVED, that Enterprise Leasing Company, Inc., organized and existing in the State of Delaware, hereby adopts the name ERAC XP Company for use in the States of Missouri and Florida.


Diane M. Huelsing
Assistant Secretary

Dated this 8th day of August, 2002

FILED
02 JUL 31 PM 1:49
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. ENTERPRISE LEASING COMPANY, INC.

(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. DELAWARE

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

3. 43-1333314

(FEI number, if applicable)

4. 5/24/84

(Date of incorporation)

5. PERPETUAL

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

6. JUNE 30, 2002

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

7. c/o DIANE M. HUELSING, 600 CORPORATE PARK DRIVE, ST. LOUIS, MO 63105

(Current mailing address)

8. BUY, SELL, REPAIR, RENT AND LEASE MOTOR VEHICLES AND ENGAGE IN ANY OTHER LAWFUL BUSIN
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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's 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 obligations 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: ANDREW C. TAYLOR (also Director)

Address: 600 CORPORATE PARK DRIVE

ST. LOUIS, MO 63105

Vice Chairman: _____

Address: _____

Director: DONALD L. ROSS

Address: 600 CORPORATE PARK DRIVE

ST. LOUIS, MO 63105

Director: JOHN T. O'CONNELL

Address: 600 CORPORATE PARK DRIVE

ST. LOUIS, MO 63105

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

President: ANDREW C. TAYLOR

Address: 600 CORPORATE PARK DRIVE

ST. LOUIS, MO 63105

Vice President: JOHN T. O'CONNELL & DONALD L. ROSS

Address: 600 CORPORATE PARK DRIVE

ST. LOUIS, MO 63105

Secretary: MARK I. LITOW

Address: 600 CORPORATE PARK DRIVE

ST. LOUIS, MO 63105

Treasurer: ANDREW C. TAYLOR

Address: 600 CORPORATE PARK DRIVE

ST. LOUIS, MO 63105

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

13. *Diane M. Huelsing*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DIANE M. HUELISING, ASSISTANT SECRETARY

(Typed or printed name and capacity of person signing application)

Addendum to Application by Foreign Corporation for Authorization to Transact Business in Florida
Enterprise Leasing Company, Inc., a Delaware Corporation (FEIN 43-1693090)

12B. Additional Officers

John T. O'Connell, Assistant Secretary (in addition to Vice President)
600 Corporate Park Drive
St. Louis, Missouri 63105

Diane M. Huelsing, Assistant Secretary
600 Corporate Park Drive
St. Louis, Missouri 63105

RECEIVED
TALLAHASSEE FLORIDA

02 JUL 31 PM 1:49

Delaware

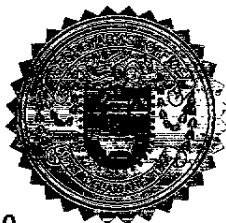
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENTERPRISE LEASING COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2036192 8300

AUTHENTICATION: 1905564

020478859

DATE: 07-26-02