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Florida Department of State
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FOREIGN PROFIT/NONPROFIT CORPORATION

SG Equipment Finance USA Corp.

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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. SOEQUIPMENT FINANCE USA CORP.
 (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "LTD.," "CO.," "CORP.," "INC.," "CO." or "CORP.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 36-2647553
 (State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 03/08/2007 5. Perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11/01/2007
 (Date first transacted business in Florida, if prior to registration)
 (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 480 Washington Boulevard, Jersey City, NJ 07310-1900
 (Principal office address)

1221 Avenue of the Americas, New York, NY 10020
 (Current mailing address)

8. SEE ATTACHMENT
 (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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
 (City) (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.

CT Corporation System

Sohan R. Dindyal
Assistant Secretary

Sohan R. Dindyal
 (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 business addresses of officers and/or directors:

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A. DIRECTORS SEE ATTACHMENT

Chairman: Jean-Marc Mignerey

Address: Quartier valmy 32 place Ronde

Paris, 75886, France

Vice Chairman: _____

Address: _____

Director: Pascal Bouillon

Address: Quartier Valmy 32 place Ronde

Paris, 75886, France

Director: Jean-Francois Gautier

Address: Quartier Valmy 32 place Ronde

Paris, 75886, France

B. OFFICERS SEE ATTACHMENT

President: Philippe Mathé

Address: 480 Washington Boulevard

Jersey City, NJ 07310-1900

Vice President: _____

Address: _____

Secretary: Governor Tipton

Address: 1221 Avenue of the Americas, New York, NY 10020

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Philippe Mathé, President

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

5 State: NY
 ZIP Code: 10020
 Full Name: Mark Kaplan
 Officer/Director: Director
 Officer's Title:
 Director's Title: Other Director
 Business Address: 1221 Avenue of the Americas
 City: New York
 State: NY
 ZIP Code: 10020

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TALLAHASSEE, FLORIDA

PAGE

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SG EQUIPMENT FINANCE USA CORP." 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 SIXTH DAY OF NOVEMBER, A.D. 2007.

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



4313904 8300

071194335

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6136186

DATE: 11-06-07